

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5872694

The Registrar of Companies for England and Wales hereby certifies that  
DAUNTSEY'S SCHOOL

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 11th July 2006



\*N05872694S\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



12

Please complete in typescript,  
or in bold black capitals.

CHFP025

**Declaration on application for registration****Company Name in full**

Dauntsey's School

I, Falle Pearce

of Orchard Court, Orchard Lane, Bristol BS1 5WS

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the  
formation of the company] ~~PERSON WHOSE ADDRESS OF SOLELY OWNED  
AND MANAGED BY THE STATEMENT DECLARED IN THE REGISTERED COMPANY'S  
COMPANIES ACT 1985~~† and that all the requirements of the Companies Act  
1985 in respect of the registration of the above company and of matters  
precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835.

**Declarant's signature**

Declared at

Office of Clerk Wilmoth 1 Georges Square  
BRISTOL BS1 0BA

Day Month Year

On

01 07 2006

● Please print name.

before me ●

ABBIE JANE MUNDELL

**Signed****Date**

06/07/06

† A Solicitor who is not a member of the Law Society of Wales or the Law Society of England and Wales

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Veale Wasbrough Lawyers  
Orchard Court, Orchard Lane, Bristol, BS1 5WS

DX number 7831

Tel 0117 9252 020

DX exchange Bristol

When you have completed and signed the form please send it to the  
Registrar of Companies at:

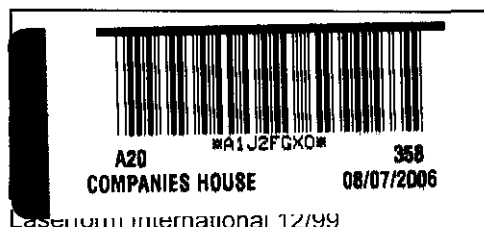
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

DX 235 Edinburgh





# 30(5)(a)

**Declaration on application for registration of a company  
exempt from the requirement to use the word "limited" or  
"cyfyngedig"**

\_\_\_\_\_

**Company Name in full**

Deventsey's School

1, Falle Pearce

Orchard Court, Orchard Lane, Bristol BS1 5WS

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~XXXXXX~~ do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

**Declarant's signature**

*[Signature]*

Declared at

Office of Clark Willmott | Georges Square  
Bristol BS1 6BA

Day      Month      Year

on

06	07	2	0	0	6
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① Please print name.

before me

ABBIE JANE MUNDELL

**Signed**

Mr. [Signature]

Date \_\_\_\_\_

06/07/06

~~A California State Bar Board Member, Richard C. Bushnell of the Peace of~~

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Veale Wasbrough Lawyers  
Orchard Court, Orchard Lane, Bristol, BS1 5WS

Tel 0117 9252 020  
DX number 7831      DX exchange Bristol

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for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

## DX 235 Edinburgh



10



Companies House

for the record

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

# First directors and secretary and intended situation of registered office

5872694

## Company Name in full

Dauntsey's School

## Proposed Registered Office

(PO Box numbers only, are not acceptable)

Dauntsey's School

West Lavington

Post town

Devizes

County / Region

Wiltshire

Postcode

SN10 4HE

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

X

Agent's Name

Veale Washbrough

Address

Orchard Court

Orchard Lane

Post town

County / Region

Bristol

Postcode

BS1 5WS

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record.

Philip Nokes, The Old Leamery, Wells,

Somerset BA5 2UG

Tel 01749 670777

DX number

DX exchange



V10/03

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

# Company Secretary (see notes 1-5)

Company name Dauntsey's School

NAME \*Style / Title Mr \*Honours etc

\* Voluntary details

Forename(s) Philip Mortimer Allen

Surname Nokes

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

Wards Farm

Ditcheat

Post town Shepton Mallet

County / Region Somerset

Postcode BA4 6PR

Country ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature

Date 3/7/06

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title Mr \*Honours etc

Forename(s) Richard Gordon

Surname Handover

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

West Overton House

West Overton

Post town Marlborough

County / Region Wiltshire

Postcode SN8 4ER

Country ENGLAND

Day Month Year

Date of birth

1 3 0 4 1 9 4 6

Nationality British

Business occupation

COMPANY DIRECTOR

Other directorships

Royal Mail Holdings PLC. keeping kids company  
Solie BLUE Ltd

Dauntsey's School Library Services Ltd  
Dauntsey's School Enterprises Ltd

I consent to act as director of the company named on page 1

Consent signature

Date 3/7/06



119261/20

THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION  
OF  
DAUNTSEY'S SCHOOL



**Explanatory Note**

(Not forming part of this Memorandum of Association)

- (A) "Dauntsey's School" is the name of the Company and also the name of the School that is administered, managed and controlled by the Company.
- (B) The Company is trustee of certain permanent endowment property and funds and its powers in respect of those restricted assets are contained in a scheme of the Charity Commissioners dated [ ].
- (C) The Company is also trustee of the land and buildings of the maintained school known as Dauntsey's Primary School, but has no legal responsibility for the management or conduct of the primary school which has its own Governing Body and is funded wholly by the State. The Company's powers in relation to Dauntsey's Primary School are contained in a scheme of the Charity Commissioners dated [ ].
- (D) All the members of the Company are also its directors. They are referred to as "Members" when carrying out the duties of members and as "Governors" when carrying out the duties of directors or charity trustees.

- |                   |   |
|-------------------|---|
| Name              | 1. The name of the Company ("Company") is Dauntsey's School.  |
| Registered Office | 2. The registered office of the Company shall be in England and Wales.  |
| Objects           | 3. The objects ("the Objects") for which the Company is established are to advance the education of boys and girls by the provision of a day and/or boarding school in or near West Lavington and by ancillary of incidental educational activities and other associated activities for the benefit of the community. |
| Powers            | 4. For the purpose of attaining the Objects but not further or otherwise the  |



E11  
COMPANIES HOUSE

\*ETNY8000\*

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**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**  
**- OF -**  
**DAUNTSEY'S SCHOOL**

**© 2006 Veale Wasbrough**



Company shall have the powers set out in the APPENDIX to this Memorandum which are hereby incorporated and form part of this Memorandum.

**Income and Property  
to be Applied to  
Objects**

5. The income and property of the Company obtained from any source shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred, directly or indirectly by way of dividend, bonus or in any other way by way of profit, to members of the Company and no Governor shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Company except as authorised by this Memorandum.

PROVIDED THAT the Company may make payment or remission (as the case may be) in good faith of:

**Payment of  
Employees etc**

- 5.1 reasonable and proper remuneration and benefits to any officer or servant of the Company (not being a member of the Board of Governors of the Company) for any services actually rendered to the Company; and/or

**Interest on Loans by  
Members**

- 5.2 interest on money lent by any member of the Company or of its Board of Governors at a rate per annum not exceeding 2% over the base rate prescribed for the time being by Barclays Bank plc, or 3% whichever is the greater; and/or

**Rent for Property Let  
by Members**

- 5.3 reasonable and proper rent or other payment for premises demised, let or licensed to the Company by any member of the Company or any member of the Board of Governors; and/or

**Fees etc to a  
Company in which a  
Governor has an  
Interest**

- 5.4 fees, remuneration or other benefit in money or money's worth to a company of which a Governor is a member holding not more than 2% of the issued capital thereof and such member shall not be bound to account for any share of profits he may receive in respect of any such payment; and/or

**Reasonable Expenses**

- 5.5 reasonable out-of-pocket expenses incurred by any Governor in connection with the performance of his duties as Governor; and/or

**Indemnity Insurance**

- 5.6 the payment of any premium in respect of indemnity insurance as referred to in Clause 26 and 27 of the Appendix to this Memorandum; and/or

**Scholarships,  
Bursaries, etc**

- 5.7 a payment or remission under a scholarship, exhibition, bursary, grant, award, prize, assisted place or other benefaction in respect of part or all of the fees payable for a pupil at the School, or otherwise for the benefit of a pupil or former pupil of the School, following a competitive examination and/or some other process of assessment or adjudication of merit, need or appropriateness, even though a member of the Company or Governor is a parent, legal guardian or other responsible adult acting in place of a parent of such pupil or former pupil; and/or

**Other payment**

- 5.8 any other payment or benefit made with the prior consent of the Charity Commission for England and Wales.

**Personal Interest of a Governor**

6. Whenever a Governor has a personal interest in a matter to be discussed at a meeting of the Board of Governors or a Committee of the Governors, the Governor concerned must:
  - 6.1 declare an interest at or before discussion begins on the matter; and
  - 6.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information; and
  - 6.3 not be counted in the quorum for that part of the meeting; and
  - 6.4 withdraw during the vote and have no vote on the matter.

**Limited Liability**

7. The liability of the members is limited.

**Contribution on Winding-Up**

8. Every member of the Company undertakes to contribute:-
  - 8.1 to the assets of the Company, in the event of its being wound up while he is a member, or within one year after he ceases to be a member;
  - 8.2 to payment of debts and liabilities of the Company contracted before he ceased to be a member, and of the costs, charges and expenses of winding-up; and
  - 8.3 to the adjustment of the rights of the contributories among themselvessuch amount as may be required not exceeding ten pounds (£10).

**Dissolution**

9. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the Objects.

**Accounts**

10. Proper accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods or services by the Company and of the property, assets and liabilities of the Company; and, such accounts shall be open at all reasonable times to the inspection of the Members.

Once at least in every year the accounts of the Company shall be examined and the truth and fairness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or

auditors as defined by the Companies Act 1985.

**Amendments to the  
Memorandum**

11. No addition alteration or amendment to which s64 of the Charities Act 1993 applies shall be made to or in the provisions of the Memorandum of Association for the time being in force unless the same shall first have been submitted to and approved by the Charity Commissioners for England and Wales and no addition alteration or amendment shall be made to or in the provisions of such Memorandum which would cause the Company to cease to be a charity at law.

**APPENDIX TO THE MEMORANDUM OF ASSOCIATION  
(Powers of the Company)**

- |  |  |
|--|--|
| <b>Acquisition</b>   | 1. Subject to such consents as shall be required by law, the power to purchase, take on lease, or in exchange, hire or otherwise acquire any property (whether real or personal and whether in the United Kingdom or elsewhere) and any rights or privileges the acquisition of which the Company may think necessary or convenient for any of the purposes of the Company, including but not restricted to the power to acquire property, rights, privileges and liabilities of Dauntsey's School ("the School").   |
| <b>Pursuing the Company's Objects</b>  | 2. The power to carry on the School in pursuance of the Objects under the name of Dauntsey's School or such other name as the Board of Governors shall decide from time to time and the power in the absolute discretion of the Governors also to promote education and training.  |
| <b>Scholarships, Exhibitions, Bursaries, Prizes, Awards, Allowances and Leaving Awards</b> | <p>3. The power at the absolute discretion of the Governors and on such terms as they see fit:</p> <p>(a) To institute, establish, contribute towards and administer scholarships, exhibitions, bursaries, grants, awards, prizes and other benefactions tenable at the School to pupils selected on grounds of merit or considered worthy of suitable reward or mark of distinction.</p> <p>(b) To provide maintenance allowances for pupils in financial need to enable them to attend the School and/or to enable them to participate in ex-curricular activities undertaken for educational purposes and to make such other allowances as the Board of Governors shall in their absolute discretion consider appropriate to members of the staff or to other persons for the education of their children at the School</p> <p>(c) During or at the end of any School year to award Leaving Exhibitions to pupils leaving the School in that year and tenable at any university or other institution of higher or further education (including professional or technical education) approved by the Board of Governors or for the purpose of enabling the exhibitioner to pursue a course of study approved by them or on ceasing to attend an educational establishment, to prepare for, or enter, employment or other work or calling.</p> <p>EXCEPT THAT the Board of Governors shall each year apply a sum not less than 2% of the total amount of the fees payable in the year by or in respect of pupils at the School in maintaining bursaries, being total or partial exemptions from the payment of tuition and other fees, which shall be called "Dauntsey Bursaries". Each Bursary shall be:</p> <ul style="list-style-type: none"><li>• awarded to a pupil who is in need of financial assistance;</li><li>• of a value determined in accordance with an income scale or scales prescribed by rules made by the Governors; and</li><li>• tenable at the absolute discretion of the Governors.</li></ul> |
| <b>Additions and Alterations to Buildings</b>  | 4. The power to construct, maintain, add to, improve furnish, equip and alter any building or erection necessary for the work of the Company.  |
| <b>Facilities</b>  | 5. The power to provide a school or schools, class rooms, offices, board, lodgings and other facilities for pupils, teachers, and others instructed or employed by the Company, including facilities for study, research, recreation sports and also   |

		performance of artistic and cultural activities of every description.
Disposal of Assets	6.	The power (subject to the Charities Act 1993 and in particular to Part V) to sell, lease, mortgage, turn to account, manage and improve all or any of the property or assets of the Company subject to such terms and conditions as may be thought expedient and to exercise any rights privileges or advantages, easements or other benefits attached to such property or assets and to undertake, maintain, execute and do all such lawful acts, matters and things as the Company may be obliged or required or ought to do as the owner of such property or assets.
Trading Companies	7.	The power, in exchange for full value consideration and subject to Part V of the Charities Act 1993, to grant licences or make any disposition of the property or assets of the Company to a trading company formed and operated for a purpose (inter alia) of benefiting the Company. It shall be a condition of any such licence or disposition that the trading company shall by some tax effective means (currently by Gift Aid) transfer all its profit of a capital and income nature in favour of the Company and that no licence or disposition shall be of such a nature or scope as to make improper or excessive use of the property or other assets of the Company for non-charitable purposes.
Procurement of Funds	8.	The power to procure, obtain, collect and receive money and funds by way of fees, contributions, donations, subscriptions, legacies, grants, licence fees, appeals for funds or any other lawful method, and to accept and receive any gifts or property of any description, whether subject to any special trust or not. Provided always that any moneys so received by the Company shall be used or applied by the Company for or towards its charitable objects.
Acting as Trustee	9.	The power to act as trustee and to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be necessary for the attainment of its objects, and to perform any services in furtherance of the objects of the Company, gratuitously or otherwise and to hold on separate trusts and not as part of the corporate property of the Company any land or funds previously held by the Trustees of Dauntsey School Foundation or any other legal person on behalf of the School and found by the Commissioners or the court to have been permanent endowment land or funds.
Gifts, Legacies, etc	10.	The power to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any kind of money or property of any kind including contributions subject to special trusts or conditions: Provided that in relation to any contributions subject to any special trusts or conditions the Company shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts.
Charitable Trusts	11.	The power to establish charitable trusts for any charitable purpose or purposes in any way connected with the objects of the Company, to act as trustees of any charitable trust whether established by the Company or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be conclusive to its objects.
Publicity	12.	The power to adopt such means of publicising the Company and its objects and activities as may seem expedient, and in particular by advertising in any media, and by granting prizes, awards and donations
Employment	13.	The power:
	(a)	to employ a Head (by whatever title known) to carry on the day-to-day work of the

School comprised within the Company from time to time and to manage the Company's property or any part thereof subject always to the control and supervision of the Board of Governors; and

- (b) to employ such officials, teaching staff and non-teaching staff as and upon such terms as the Board of Governors thinks fit; and
- (c) to decide and to fix salaries (subject always to Clause 5 of this Memorandum) as the Board of Governors may deem proper and to enter into any service agreements which they shall consider necessary or desirable; and
- (d) to terminate any such employment upon such terms as the Board of Governors may decide.

**Methods of Raising  
Income**

- 14. The power to take such steps by personal or written appeals, public meetings, film shows, sales of booklets and advertising matter, or otherwise, as may from time to time be deemed expedient for procuring contributions or donations or income to enable the Company to carry out any of its objects which may require such assistance.

**Borrowing**

- 15. Subject to such consents as may be required by law, the power to borrow and raise money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) the discharge by the Company or any other person of any obligation or liability, or raise money for the purposes of the Company on such terms and in such manner as the Board of Governors may think fit.

**Advancing Money  
and Credit**

- 16. The power to lend and advance money or give credit on any terms and with or without security to any person, firm or company, including a trading company formed and operated in accordance with clause 7 of this Appendix, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company.

**Subscriptions and  
Guarantees**

- 17. The power to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

**Donation**

- 18. The power to make any charitable donation either in cash or assets for the furtherance of the objects of the Company.

**Investment**

- 19. The power to invest the moneys of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject to such conditions (if any) and such consents (if any) as may be imposed or required by law.

**Investment Managers**

- 20. The power to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided that:
  - (a) the Managers shall be authorised to carry on investment business under the provisions of the Financial Services and Markets Act 2000 as amended from time to time or any legislation enacted in substitution thereof;
  - (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company;

- (c) the Managers shall be under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Company within fourteen (14) days and to report regularly on the performance of investments managed by them unless different arrangements and periods for the reporting of transactions and performance are agreed between the Company and the Managers from time to time;
  - (d) the Company shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding twelve (12) months; any failure by the Company to undertake such reviews within the period of twelve (12) months shall not invalidate the delegation;
  - (e) the Company shall be responsible for choosing the Managers; fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of those terms and otherwise supervising the Managers but the Governors shall not be liable for the acts and defaults of the Managers;
  - (f) the Company is entitled to cancel the delegation arrangements at any time; and
  - (g) the Managers shall be appointed on terms that they do not in respect of the assets of the Company do anything outside the powers of the Company.
- Nominees** 21. The power to arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body) under the control of the Board of Governors or a person authorised to carry on business as an investment manager or custodian under the provisions of the Financial Services and Markets Act 2000 as amended from time to time or any legislation enacted in substitution thereof acting under their instructions and to pay any reasonable fee required.
- Alliances** 22. The power to establish, support, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to any other educational association, society or other body, corporate or unincorporated, established for charitable purposes only.
- Amalgamation** 23. The power to amalgamate, federate, affiliate, co-operate or combine wholly or in part with or to any charitable institutions, societies or companies formed for objects similar to those of the Company, such institutions, societies or companies being prohibited from distributing profits and assets among their members to at least the extent imposed by this Memorandum upon the Company.
- Transfer of Assets** 24. The power to transfer or make over with or without valuable consideration any part of the property or assets of the Company not required for the purposes for which it is formed to any body having charitable purposes or a charitable purpose as its objects or object, provided that such body is by its constitution prohibited from distributing its profits or assets among its members to at least the extent imposed by this Memorandum upon the Company and subject in all respects to the provisions of the *Charities Act 1993* and any amendment or re-enactment thereof.
- Pensions and Superannuation** 25. The power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows or widowers and other dependants.
- Indemnity Insurance for Employees** 26. The power to insure at the expense of the Company 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 may be thought fit

and in relation to the Board of Governors (or any of them) so far as is permitted by Clause 27 of this Appendix.

**Governors' Indemnity Insurance**

27. Subject to Clauses 27.1 and 27.2, the power to provide indemnity insurance to cover the liability of the Board of Governors or any officer of the Company (or any of them) in relation to the following liabilities:
- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company;
  - (b) the liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

**PROVIDED THAT :**

27.1 Any such insurance in the case of clause 27 sub-paragraph (a) above shall not extend to:

- (i) any liability resulting from conduct which the Governors knew, or must be assumed to have known, was not in the best interests of the Company, or which the Governors did not care whether it was in the best interests of the Company or not;
- (ii) 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;
- (iii) any liability to pay a fine.

27.2 There is excluded from clause 27 sub-paragraph (b) any liability to make such a contribution where the basis for the Governor's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.

**Insurance of Company Property**

28. The power to insure the Company and the Company's property against such risks as the Board of Governors shall consider it prudent or necessary to insure against.

**Enactment**

29. The power to make bye-laws, rules and regulations with regard to the affairs or the management of the Company.

**Formation Costs**

30. The power to pay out of the funds of the Company all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company.

**Additional Powers**

31. The power to do all such other lawful things as are necessary for the attainment of the above objects or any of them.

**PROVIDED THAT:**

**Trust Property**

(a) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.

**Charitable Property**

(b) In case the Company shall hold any property subject to the jurisdiction of the



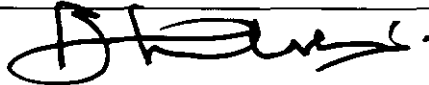
Charity Commission for England and Wales, the Company shall not sell, mortgage, charge, or lease such property without such authority, approval or consent as may be required by law.

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In this Memorandum "the Board of Governors" shall mean the persons appointed as such under the Articles of Association to have the general control and management of the administration of the Company and "Governor" shall mean any one of them. Headings, sub-headings and format lines are for ease of reading and do not form part of this Memorandum. Words or expressions defined in the Articles of Association shall bear the same meanings in this Memorandum of Association unless inconsistent with the subject or context.

WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.

Signature of Subscriber



Name in full: RICHARD GORDON HANBOUVER

Address: WEST OVERTON HOUSE, WEST OVERTON, MARLBOROUGH, WILTSHIRE SN8 4ER

Occupation: COMPANY DIRECTOR

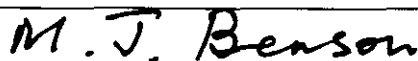
Date: 3/7/66

Witness: PHILIP

Name in full: PHILIP MORTIMER ALLEN NOKES

Address: WARDS FARM, BITCHEAT, SHEPTON MALLET, SOMERSET BA4 6PR

Signature of Subscriber



Name in full: MARGARET JOSEPHINE BENSON

Address: PAULS GENE HOUSE, 213 CASTLE ROAD, SALISBURY, WILTSHIRE SP1 3RY

Occupation: RETIREE

Date: 3/7/66

Witness: PHILIP

Name in full: PHILIP MORTIMER ALLEN NOKES

Address: WARDS FARM, BITCHEAT, SHEPTON MALLET, SOMERSET BA4 6PR

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**  
**OF**  
**DAUNTSEY'S SCHOOL**

**Definitions &  
Interpretation**

**INTERPRETATION**

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

*"the Act"* means the *Companies Act 1985*.

*"the Articles"* means the articles of association of the Company.

*"the Board of Governors"* means the directors of the Company, being the charity trustees of the Company (and "Governor" means any one of them).

*"the Charities Act"* means the *Charities Act 1993*.

*"clear days"* 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.

*"Clerk"* means the secretary of the Company;

*"communication"* means the same as in the *Electronic Communications Act 2000*.

*"electronic communication"* means the same as in the *Electronic Communications Act 2000*.

*"in writing"* means written, printed, partly one and partly another and all other modes of representing words in visible form.

*"Member"* means a member of the Company each of whom (for the avoidance of doubt) is also a Governor.

*"the Memorandum"* means the memorandum of association of the Company.

*"month"* means calendar month.

*"office"* means the registered office of the Company.

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND**  
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**ARTICLES OF ASSOCIATION**  
**- OF -**  
**DAUNTSEY'S SCHOOL**

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**"Parent"** means the parent or, as the case may be, legal guardian of a Pupil.

**"Pupil"** means a pupil at the School.

**"Rules"** means rules, whether referred to as rules, regulations, a scheme or bye laws, as referred to in Articles 36 to 38.

**"the School"** means Dauntsey's School and any other school or schools from time to time carried on by the Company.

**"the Seal"** means the common seal (if any) of the Company.

**"the United Kingdom"** means the United Kingdom of Great Britain and Northern Ireland.

The following rules of interpretation shall also apply:

***Modification or Re-enactment***

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

***Meanings where there is no inconsistency***

Except as provided above, words or expressions defined in the Act or the *Charities Act* (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.

**Words** in the masculine include the feminine gender and vice versa. Words in the singular include the plural and vice versa.

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

**OBJECTS**

**Purposes and Powers**

2. The Company is established for the purposes and has the powers set out in the Memorandum.

**MEMBERS**

**Becoming a Member**

3. As to persons becoming Members:
  - (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 ceasing to be Members in accordance with

Article 5:

- (b) no person (other than the subscribers) shall be admitted as a Member other than a Governor; and
- (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.

**Number of Members**     4.     The number of Members shall not be less than FIFTEEN, nor more than TWENTY ONE.

**Ceasing to be a Member**     5.     As to a person ceasing to be a Member:

- (a) a person shall cease to be a Member when he ceases to be a Governor and his name shall be removed from the Register of Members;
- (b) no Member may withdraw from membership except on ceasing to be a Governor (see Article 43 below); and
- (c) Membership shall not be transferable.

**GENERAL MEETINGS**

**Kinds of General Meetings**     6.     All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

**Business of the AGM**     7.     The business of the Annual General Meeting shall include:

- (a) consideration of the accounts and any documents annexed to them;
- (b) consideration of the reports of the Board of Governors and of the auditors; and
- (c) the appointment of auditors and the fixing of their remuneration.

Resolutions on such matters (where required) shall be by a simple majority of those attending and entitled to vote.

**EGM**     8.     An Extraordinary General Meeting:

- (a) may be convened whenever the Board of Governors see fit; or
- (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
- (c) may be convened by the requisitioners if the Board of Governors has not within 21 days from receipt of a requisition given notice to convene the meeting.

## NOTICE OF GENERAL MEETINGS

### Notice of General Meetings

9. As to notice of general meetings:
- (a) an Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a Governor shall be called by at least 21 clear days' notice;
  - (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 :
    - (i) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
    - (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
  - (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;
  - (d) the notice shall be given to all the Members and to the auditors; and
  - (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 notice shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

### Quorum for General Meetings

10. The quorum requirements for general meetings are:
- (a) ONE THIRD of the total number of Members from time to time shall constitute a quorum for a general meeting;
  - (b) a Member shall not be counted in the quorum on any matter on which he is not entitled to vote;
  - (c) no business shall be transacted at any meeting unless a quorum is present; and
  - (d) if a quorum is not present within 30 minutes from the time appointed for a meeting to start:
    - (i) a meeting convened on the requisition of the Board of Governors shall be dissolved; or
    - (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 chairman shall appoint: or

- (iii) if the adjourned meeting is inquorate 30 minutes after the time appointed for it to start, the Members present shall constitute a quorum.

**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.

**THE CHAIRMAN OF A GENERAL MEETING**

**Chairman of a General Meeting**

12. The chairman of a general meeting shall be:
- (a) the Chairman of the Board of Governors; or
  - (b) if he is 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-chairman of the Board of Governors; or
  - (c) if he too is 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.

**ADJOURNMENT OF A GENERAL MEETING**

**Adjournment of a General Meeting**

13. The procedures for adjournment of a general meeting are:
- (a) the chairman 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 chairman thinks fit;
  - (b) no business shall be transacted at an adjourned meeting except business which could have been transacted if that meeting had taken place; and
  - (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.

**POLL AT A GENERAL MEETING**

**Voting by a Show of**

14. A resolution put to the vote of a meeting shall be decided on a show of hands



<b>Hands</b>	unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
<b>A Poll shall be held if Demanded</b>	<p>15. A poll shall be held if demanded by:</p> <ul style="list-style-type: none"><li>(a) the chairman of the meeting; or</li><li>(b) at least three Members present in person and entitled to vote; or</li><li>(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.</li></ul>
<b>Demand for a Poll</b>	<p>16. In relation to a demand for a poll:</p> <ul style="list-style-type: none"><li>(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 chairman of the meeting shall direct. The result of the poll shall be deemed to be the resolution of the meeting;</li><li>(b) the demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman 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;</li><li>(c) no poll shall be demanded on the election of a chairman or the election of a chairman of a meeting or on any question of an adjournment; and</li><li>(d) the demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.</li></ul>
<b>Conclusive Evidence of Proceedings</b>	<p>17. Unless a poll is duly demanded a declaration by the chairman 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.</p>
<b>Chairman's Casting Vote</b>	<p>18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.</p>

## WRITTEN RESOLUTIONS OF MEMBERS

<b>Written Resolutions of Members</b>	<p>19. As to written resolutions:</p> <ul style="list-style-type: none"><li>(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 he was present shall be as effectual as if it had been passed at a general meeting duly convened and held; and</li><li>(b) such a resolution may consist of several documents in like form, each</li></ul>
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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 303 or an auditor under section 391.

## VOTES OF MEMBERS AT GENERAL MEETINGS

- |   |   |
|---|---|
| <b>Every Member Shall have one Vote</b> | 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.  |
| <b>Objection to Voting</b>              | 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 chairman whose decision shall be final and conclusive. |

## APPOINTMENT OF GOVERNORS

- |   |   |
|---|---|
| <b>The Number of Governors</b>            | 22. The number of Governors shall be not less than FIFTEEN and not more than TWENTY ONE competent persons being:<br><br>TEN nominated Governors; and<br><br>At least FIVE and not more than ELEVEN co-opted Governors<br><br>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. |
| <b>Casual Vacancies</b>                   | 23. The Board of Governors may appoint any such person as they in their discretion consider suitable to be a Governor to fill a <i>casual vacancy</i> or as an additional Governor to the maximum number of Governors permitted under these Articles at any one time.   |
| <b>Co-opted Governors</b>                 | 24. The Board of Governors may appoint to the Board by a simple majority vote such persons as they consider suitable to be co-opted Governors.  |
| <b>Nominations</b>                        | 25. The following persons or bodies shall each have the right to nominate the number of Governors indicated, who shall each be an individual and not a company and whose appointment shall, subject as below, be confirmed by the Governors:<br><br>SEVEN by the Mercers' Company of the City of London<br><br>TWO by the Old Dauntseians' Association<br><br>ONE by West Lavington Parish Council          |
| <b>Appointment of Nominated Governors</b> | 26. In relation to the appointment of nominated Governors:  |

- Pre-Condition to taking Office as a Governor**
- (a) The Clerk shall, at least eight weeks before the date of the expiry of the term of office of a nominated Governor, give notice in writing of the expiry of that term to the person or persons entitled to nominate a person to that office.
  - (b) The Governors acting as the Board of Governors or by a Nominations Committee established by Article 40 shall be entitled without stating reasons to disapprove a nomination and to request the nomination of two alternative individuals together with such relevant information about those individuals as the Governors may reasonably require. The Governors shall thereupon confirm one of the alternatives.
  - (c) A casual vacancy in the Governing Body shall be deemed to arise if, without default of the Governors, a nomination acceptable to the Governors has not been made within eight weeks of a written request by the Board of Governors and Article 23 shall apply. A Governor appointed to fill a casual vacancy in these circumstances shall be subject to annual re-appointment and Article 41 shall not apply.
  - (d) The person appointed as a nominated Governor may be, but need not be, a member of the appointing body.
  - (e) A nominated Governor shall act as such in his own right and not as the delegate of the appointing body.
27. 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 Criminal Records Bureau.
- 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.
- The Rights of a Governor**
28. 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.

## QUALIFICATIONS AND DISQUALIFICATION OF GOVERNORS

- Qualification to be a Governor**
29. No person shall take office as a Governor:
- (a) unless he is a natural person, and not a body corporate;
  - (b) unless he is aged 21 or over;
  - (c) if he is employed by the Company;
  - (d) in circumstances such that, had he already been a Governor, he would

have been disqualified from acting under the provisions of Articles 31 or 41 to 43.

but a person may be a Governor notwithstanding that he is the Parent of a Pupil, or prospective or former Pupil, who is in receipt of, or in respect of whom an application is being made for, or is eligible to be considered for, a scholarship, exhibition, bursary, grant, award, prize, other benefaction, maintenance allowance, leaving exhibition or other benefit granted in accordance with the provisions of the Memorandum.

**Parent Governors**

30. No parent of a pupil attending the School shall be appointed a Governor if as a result of such appointment the number of Governors who are parents of such pupils would exceed ONE-QUARTER of the total number of Governors for the time being.

**Disqualification of Governors**

31. A person shall be disqualified from holding or continuing to hold office as a Governor if:

- (a) he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs; or
- (b) he has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged and the bankruptcy order has not been annulled or rescinded; or
- (c) he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it; or
- (d) at any time when he is subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order) or if he ceases to be a Governor by virtue of any provision in the Act; or
- (e) he is disqualified from acting as a trustee or director by virtue of section 72 of the Charities Act 1993; or
- (f) he has 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 he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated; or
- (g) at any time his 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
- (h) at any time prior to taking office as a Governor or since taking office he has been convicted, or charged, and the charge has not been dropped, of an offence of a type, or carrying such punishment, as the Board of Governors may prescribe by Rules made for the purpose; or
- (i) in any other circumstance prior to taking office as a Governor or since taking office considered by the Board of Governors to be material he

is disqualified in accordance with Rules made for the purpose.

**Written Notices to the Clerk**

32. Where, by virtue of these Articles a person becomes disqualified from holding, or for continuing to hold, office as a Governor; and he is, or is proposed, to become such a Governor, he shall upon becoming so disqualified give written notice of that fact to the Clerk.

**Members of any Committee**

33. Articles 29 to 32 also apply to any member of any committee of the Governors who is not a Governor.

## **POWERS OF GOVERNORS**

**Governors' Powers**

34. General provisions concerning Governors' powers are:
- (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;
  - (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;
  - (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
  - (d) a meeting of Governors at which a quorum is present may exercise all powers exercisable by the Board of Governors.

**Bank Accounts**

35. 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.

## **RULES**

**Rules to be made by the Board of Governors**

36. The Board of Governors may from time to time make such Rules as they may 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.
37. The absence of any 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.
38. A copy of all Rules currently in force from time to time shall be kept with the minutes 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.

## DELEGATION OF GOVERNORS' POWERS

### Agreement of the Company

39. 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

40. In relation to committees established by the Board of Governors:
- (a) the Board of Governors may establish any committee 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. The Board of Governors shall indicate in writing to such a committee the extent and nature of the powers so delegated;
  - (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 two years;
  - (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. The chairman of each committee shall be a Governor. The Board of Governors may determine that some or all of the members of a committee who are not Governors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the Board of Governors unless the majority of members of the committee present are Governors;
  - (d) the quorum for any meeting of a committee shall be determined by the Board of Governors from time to time and in default shall be two;
  - (e) for the avoidance of doubt, the Board of Governors may delegate powers to deal with all financial and other matters, between meetings of Governors, to a committee, including authority:
    - (i) to resolve upon the operation of any bank account according to such mandate as it shall think fit;
    - (ii) to preserve the assets of the Company, the maintenance of the School as a going concern and take other urgent actions as such committee considers necessary or desirable; and
    - (iii) implement the policies adopted by the Board of Governors
  - (f) such committees shall conform to any Rules imposed by the Board of Governors;
  - (g) all delegations of powers to any committee shall be revocable by the Board of Governors at any time;
  - (h) 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

- (i) 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.

## TERM OF OFFICE, RESIGNATION & REMOVAL OF GOVERNORS

### Term of Office of Governors

41. As to the term of office of Governors:

- (a) the normal period of service of Governors shall be three years.

The term of office for each Governor shall expire on the third anniversary of his 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 anniversary. In such a case his successor may take office during the course of any such meeting even though the person he replaces 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,

- (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 he is appointed;
- (c) unless the Board of Governors resolve by a unanimous vote of those present and voting that a person who has been a Governor for a continuous period of 12 years should continue in office, that Governor shall retire at the end of the next meeting of Governors and following retirement such a person may not be reappointed;
- (d) a Governor who has reached the age of SEVENTY shall retire at the end of the next Annual General Meeting following his birthday unless before or at that meeting the Members resolve by a unanimous vote of those present and voting that he or she should continue in office. The same procedure shall apply with respect to each successive birthday of that Governor, but a Governor who has reached the age of SEVENTY TWO may not then be reappointed.
- (e) Governors holding office on the date of adoption of these Articles who at that date are aged seventy or older shall not be subject to paragraph (d) of this Article.
- (f) retirement of a Governor in accordance with paragraphs (a) to (e) shall only occur if at least SEVEN 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 SEVEN Governors

remaining in office; and

- (g) subject to remaining eligible to be a particular type of Governor any Governor retiring at the end of his term of office may be re-appointed or re-elected.

**Removal of any Governor**

42. 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 303 and 304 of the Act) remove any Governor before the end of his period of office notwithstanding anything in these Articles or any agreement between the Company and the Governor to the contrary.

**Ceasing to be a Governor**

43. The office of a Governor, shall be vacated if:
- (a) he dies; or
  - (b) any event or circumstance occurs which would disqualify him from being appointed a Governor on the terms of Article 31; or
  - (c) he resigns his office by notice to the Company (but only if at least SEVEN Governors will remain in office when the notice of resignation is to take effect); or
  - (d) he shall for more than three consecutive meetings have been absent without permission of the Board of Governors from meetings of Governors and the Board of Governors resolve that his office be vacated; or
  - (e) he shall in the opinion of the Board of Governors be unable properly to fulfil his duties as a Governor by reason of illness, disability or infirmity and the Board of Governors resolve that his office be vacated; or
  - (f) he is removed from office by ordinary resolution of the Company in accordance with Article 42; or
  - (g) he fails 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 his office be vacated; or
  - (h) he ceases to hold office by virtue of any provision of the Act.

**Obligation or liability incurred by a person ceasing to be a Governor**

44. The removal of a Governor shall be without prejudice to and shall not affect any obligation or liability incurred by him or to which he was subject prior to his removal.

**Written Notice to the Clerk**

45. Where a Governor resigns his office or is removed from office, the Governor or, where he is removed from office, those removing him, shall give written notice thereof to the Clerk.



## GOVERNORS' EXPENSES

Reasonable and proper  
out-of- pocket

46. 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.

## GOVERNORS' APPOINTMENTS AND INTERESTS

Personal Interest of  
Governors

47. 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.

Scholarships,  
Exhibitions, Bursaries  
or other benefit to a  
Pupil

48. A Governor shall be deemed to have a personal interest and may not vote or take part in any proceedings concerning the award or continuance of any scholarship, exhibition, bursary, grant, award, prize, other benefaction, maintenance allowance, leaving exhibition or other benefit of any Pupil, or prospective or former Pupil in respect of whom such Governor is the Parent or a relative or concerning any specific issue in respect of such Pupil, or prospective or former Pupil. For this purpose a Governor and a Pupil, or prospective or former Pupil, are relatives if, to the knowledge of such Governor, they have a common ancestor, whether related by blood, adoption, marriage or legal guardianship being no more remote in either case than that of a grandparent.

## PROCEEDINGS OF GOVERNORS

Number of Governors  
at Governors' Meetings

49. Subject to the provision of the Articles, the Board of Governors may regulate their proceedings as they think fit.
50. As regards the number of Governors at Governors' meetings:
- (a) the quorum for a meeting of the Board of Governors, and any vote on any matter at such a meeting, shall be any SEVEN Governors;
  - (b) the Board of Governors may act even though there is a vacancy in their body provided that if there are fewer than SEVEN Governors, they may act as the Board of Governors only to:
    - (i) appoint, and confirm the appointment of, additional Governors, including accepting them also as Members; or
    - (ii) convene a general meeting, and propose resolutions to be considered at such meeting; or
    - (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 action.

**Holding of Governors' Meetings**

51. As to the holding of meetings of Governors:
- (a) the Governors shall hold at least one meeting in each school term;
  - (b) meetings of the Board of Governors shall be convened by the Clerk;
  - (c) in exercising his functions under this Article the Clerk shall comply with any direction:
    - (i) given by the Board of Governors; or
    - (ii) given by the Chairman of the Board of Governors or, in his absence or where there is a vacancy in the office of Chairman, the Vice-chairman of the Board of Governors, so far as such direction is not inconsistent with any such direction given by the Governors; and
  - (d) The Chairman of the Board of Governors or any five 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.

**Notice of Meetings of the Board of Governors**

52. As to notice of meetings of the Board of Governors:
- (a) each Governor shall be given, at least seven clear days before the date of a meeting:
    - (i) notice in writing of the meeting; and
    - (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,

provided that where the Chairman or, in his absence or where there is a vacancy in the office of Chairman, the Vice-chairman, 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 Chairman or the Vice-chairman (as the case may be) directs,
  - (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;
  - (c) 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;
		(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.
<b>Chairman of a Meeting of the Board of Governors</b>	53.	As to the chairman of a meeting of the Board of Governors where the Chairman is absent:  (a) where the Chairman is absent from any meeting or there is at the time a vacancy in the office of the Chairman, the Vice-chairman shall act as the chairman for the purposes of the meeting;  (b) if there is no Governor holding office as Chairman or Vice-chairman, or if the Governor holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Governors present may appoint one of their number to be chairman of the meeting.
<b>Persons who are not Governors may attend</b>	54.	The Board of Governors may invite persons who are not Governors (including but not limited to a member of a committee, the Head, the Bursar, 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 part of any meeting for purposes connected with such meeting.
<b>Voting at a Meeting of the Board of Governors</b>	55.	As to voting at a meeting of the Board of Governors:  (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;  (b) where there is an equal division of votes the chairman of the meeting shall have a second or casting vote.
<b>A Governor with an Interest</b>	56.	As to a Governor with an interest:  (a) a Governor shall declare an interest and shall not be entitled to vote in respect of any matter in which he is interested;  (b) a Governor shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote; and  (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 chairman of the meeting and his ruling in relation to any Governor other than himself shall be final and conclusive.
<b>Defect in the Appointment of any Governor</b>	57.	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**

58. 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**

59. As to the reconvening of a meeting of Governors:
- (a) a meeting of the Board of Governors shall be terminated forthwith if:
    - (i) the Governors so resolve; or
    - (ii) the number of Governors present ceases to constitute a quorum for a meeting of the Board of Governors in accordance with Article 50;
  - (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
  - (c) where the Governors accordingly resolve to adjourn a meeting before all the items of 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**

60. 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.

## **CHAIRMAN AND VICE-CHAIRMAN**

**Chairman of the Board  
of Governors**

61. As to the Chairman of the Board of Governors:
- (a) the Chairman shall be the person appointed by a majority by the Governors to serve as Chairman;
  - (b) the Chairman shall ordinarily hold office for a term of ONE year;

**Vice-Chairman of the  
Board of Governors**

- (c) the Chairman may be removed as Chairman by the Board of Governors at any time by a majority of the Governors;
- (d) the Chairman shall have all the powers and responsibilities of the Chairman as set out in these Articles, including the right (unless disqualified by reason of a personal interest) to chair each 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
- (e) the expression "Chairman" includes the person who is at any time entitled to exercise the powers of the Chairman.

62. As to the Vice-chairman of the Board of Governors:

- (a) the Vice-chairman of the Board of Governors shall be the person appointed by a simple majority of the Governors to serve as Vice-chairman;
- (b) the Vice-chairman shall ordinarily hold office for a term of ONE year; and
- (c) the Vice-chairman may be removed from that office by the Board of Governors at any time by a simple majority of the Governors.

63. The Chairman or Vice-chairman may at any time resign his office by giving notice in writing to the Clerk. The Chairman or Vice-chairman shall cease to hold office if:

- (a) he ceases to be a Governor; or
- (b) he is removed from office in accordance with these Articles; or
- (c) in the case of the Vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of Chairman.

**Election of the  
Chairman or Vice-  
Chairman**

64. As to election of the Chairman or Vice-chairman:

- (a) where by reason of any of the matters referred to in Article 63 a vacancy arises in the office of Chairman or Vice-chairman, the Board of Governors shall at their next meeting elect one of their number to fill that vacancy;
- (b) the Clerk or, if the Board of Governors so determine, a Governor who is not standing for election as Chairman shall act as chairman during that part of any meeting at which the Chairman is elected; and
- (c) any election of the Chairman or Vice-chairman which is contested shall be held by secret ballot.

**CLERK**

**Secretary**

65. As to the Clerk:

- (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;

- (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 secretary, any one of their number or any other person to act as Clerk for the purposes of that meeting;
- (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
- (d) an assistant or deputy Clerk may be appointed by the Board of Governors to act in place of the Clerk in his 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.

## MINUTES

### Minutes

66. 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 secretary 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 chairman. The minutes shall include:
- (a) details of all appointments of officers made by the Board of Governors; and
  - (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.
- Such minutes if purporting to be signed by the chairman of such meeting or the chairman of the next meeting shall be sufficient evidence of the facts stated.

## THE SEAL AND DEEDS

### The Seal

67. 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.

### Deeds

68. 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.

## ACCOUNTS AND RECORDS

### Accounts and related matters

69. As to accounts and related matters:

- |  |   |
|--|---|
|  | <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 VI 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>  |
| <b>Audits</b>  | 70. As regards audits: <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>   |
| <b>Documents to be made available to all Governors</b> | 71. As regards documents to be made available to all Governors: <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) all policies of the Governors;</li><li>(iv) the agenda for every meeting of the Governors;</li><li>(v) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;</li><li>(vi) upon request, the signed minutes of every such meeting; and</li><li>(vii) any report, document or other paper considered at any such meeting,</li></ul>are, as soon as is reasonably practicable, made available to each Governor; and</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:</li></ul> |

- (i) a named teacher or other person employed, or proposed to be employed, at the School;
- (ii) a named Pupil at, or candidate for admission to the School; and
- (iii) any matter which, by reason of its nature, the Governors are satisfied in their discretion should remain confidential.

## ANNUAL REPORT AND ANNUAL RETURN

### Annual Report and Annual Return

72. The Governors shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual report and annual return and their transmission to the Charity Commissioners.

## NOTICES

### Notices

73. As regards notices:
- (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 purpose to the person giving the notice;
  - (b) the Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member;
  - (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 him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company;
  - (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;
  - (e) proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given;
  - (f) proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given;
  - (g) a notice shall be deemed to be 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

- (h) in this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

## **INDEMNITY AND INSURANCE**

### **Indemnity and Insurance**

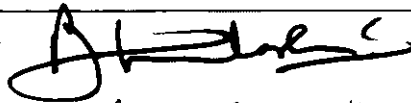
74. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Governor may otherwise be entitled, every Governor or other officer (other than the auditor) of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his 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.

## **DISSOLUTION**

### **Dissolution**

75. Clause 9 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.

Signature of Subscriber



Name in full:

RICHARD GORDON HANDOVER

Address:

WEST OVERTON HOUSE, WEST OVERTON, MARLBOROUGH, WILTSHIRE SN8 4ER

Occupation:

COMPANY DIRECTOR

Date:

Witness:

P.A.A. NOKES

Name in full:

PHILIP MORTIMER ALLEN NOKES

Address:

WARBS FARM, BITCHEAT, SHEPTON MARLET, SOMERSET BA4 6PR

Signature of Subscriber



Name in full:

MARGARET JOSEPHINE BENSON

Address:

PAULS BENE HOUSE, 213 CASTLE ROAD, SALISBURY, WILTSHIRE SP1 3RY

Occupation:

Date:

Witness:

P.A.A. NOKES

Name in full:

PHILIP MORTIMER ALLEN NOKES

Address:

WARBS FARM, BITCHEAT, SHEPTON MARLET, SOMERSET BA4 6PR