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COMPANIES HOUSE

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

ARTICLES OF ASSOCIATION
- OF -
DAUNTSEY'S SCHOOL

Incorporated 11 July 2006
Company number 5872694

As amended 31 August 2006 (Art 26), 12 June 2008 (Art 41) and 26 June 2014 (Art 41)

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

"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

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|---------------------|---|
| Purposes and Powers | 2 The Company is established for the purposes and has the powers set out in the Memorandum |
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MEMBERS

- | | |
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| 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

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| 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

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> <ul style="list-style-type: none"> (a) the chairman of the meeting, or (b) at least three Members present in person and entitled to vote, or (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
Demand for a Poll	16	<p>In relation to a demand for a poll</p> <ul style="list-style-type: none"> (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, (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, (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 (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
Conclusive Evidence of Proceedings	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
Chairman's Casting Vote	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

WRITTEN RESOLUTIONS OF MEMBERS

Written Resolutions of Members	19	<p>As to written resolutions</p> <ul style="list-style-type: none"> (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 (b) such a resolution may consist of several documents in like form, each
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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

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|---|----|---|
| 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 chairman whose decision shall be final and conclusive |

APPOINTMENT OF GOVERNORS

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|---|----|--|
| The Number of Governors | 22 | <p>The number of Governors shall be not less than FIFTEEN and not more than TWENTY ONE competent persons being</p> <p style="padding-left: 40px;">TEN nominated Governors, and</p> <p style="padding-left: 40px;">At least FIVE and not more than ELEVEN co-opted Governors</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> |
| Casual Vacancies | 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 |
| Co-opted Governors | 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 |
| Nominations | 25 | <p>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</p> <p style="padding-left: 40px;">SEVEN by the Mercers' Company of the City of London</p> <p style="padding-left: 40px;">TWO by the Old Dauntseians' Association</p> <p style="padding-left: 40px;">ONE by West Lavington Parish Council</p> |
| Appointment of Nominated Governors | 26 | In relation to the appointment of nominated Governors |

- (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) 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
- (c) The person appointed as a nominated Governor may be, but need not be, a member of the appointing body
- (d) A nominated Governor shall act as such in his own right and not as the delegate of the appointing body

The original Article 26(b) was removed by written resolution of the company, and sections (c)-(e) re-lettered as (b)-(d), on 31 August 2006.

**Pre-Condition to taking
Office as a Governor**

- 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	<p>A person shall be disqualified from holding or continuing to hold office as a Governor if</p> <ul style="list-style-type: none"> (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

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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,

Article 41(d), as previously amended on 12 June 2008, was removed in its entirety by special resolution dated 26 June 2014, and 41(e)-(g) re-lettered as (d)-(f) respectively.

- (d) 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
- (e) retirement of a Governor in accordance with paragraphs (a) to (c) 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
- (f) 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

Ceasing to be a 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

- 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,

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

- (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

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

**Chairman of a Meeting
of the Board of**

53 As to the chairman of a meeting of the Board of Governors where the

Governors		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
Persons who are not Governors may attend	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
Voting at a Meeting of the Board of Governors	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
A Governor with an Interest	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
Defect in the Appointment of any Governor	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

**Reconvening a Meeting
of the Board of
Governors**

59

Governors duly convened and held and may consist of several documents in the like form each signed by one or more Governors

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,
- (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

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

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

- (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,

		<ul style="list-style-type: none">(b) the accounting records shall be open to inspection by the Governors at all reasonable times,(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(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
Audits	70	<p>As regards audits</p> <ul style="list-style-type: none">(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(b) auditors shall be appointed by the Board of Governors at the Annual General Meeting and their duties regulated in accordance with the Act
Documents to be made available to all Governors	71	<p>As regards documents to be made available to all Governors</p> <ul style="list-style-type: none">(a) subject to this Article, the Governors shall ensure that a copy of<ul style="list-style-type: none">(i) the accounts,(ii) all Rules,(iii) all policies of the Governors;(iv) the agenda for every meeting of the Governors,(v) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting,(vi) upon request, the signed minutes of every such meeting, and(vii) any report, document or other paper considered at any such meeting,are, as soon as is reasonably practicable, made available to each Governor, and(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">(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

Signature of Subscriber

Name in full

Address

Occupation

Date

Witness

Name in full

Address

Signature of Subscriber

Name in full

Address

Occupation

Date

Witness

Name in full

Address

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.