

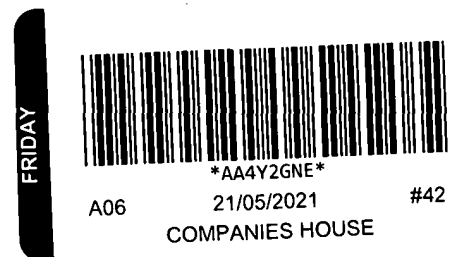
Bromsgrove School Foundation

Articles of Association

Adopted by a special resolution dated 17 May 2021

Company Number 06084879

Registered Charity Number 1118435



Barney Northover
Email: bnorthover@vww.co.uk
DDI: 0117 314 5395
Reference: sa/bjn/105098/0001



The Companies Act 2006
Company limited by guarantee
and not having a share capital

Articles of association
of
Bromsgrove School Foundation

**Definitions &
Interpretation**

INTERPRETATION

1 In these Articles, unless the context otherwise requires:

"the Act" means the Companies Act 2006 and any provisions of the Companies Act 1985 for the time being in force.

"the Articles" means the articles of association of the Foundation.

"the Board of Trustees" means the directors of the Foundation, being the charity trustees of the Foundation (and "Trustee" means any one of them).

"the Charities Act" means the *Charities Act 2011*.

"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.

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

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

"the Foundation Director" is an executive office holder appointed with this title who is neither a Director or a Trustee of the Foundation.

"written" or *"in writing"*: refers to a legible document on paper or in electronic form (including an email).

"Member" means the member of the Foundation who for the avoidance of doubt is the School, being the sole member of the Foundation.

"the Memorandum" means the memorandum of association of the

Foundation.

"month" means calendar month.

"Office" means the registered office of the Foundation.

"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 32 to 34.

"the School" means Bromsgrove School, Worcestershire as now or in the future constituted.

"Secretary" means the secretary of the Foundation or if no secretary has been appointed, the person to carry out the duties of the secretary of the Foundation;

"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 Foundation 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 Foundation is established for the purposes and has the powers set out in the Memorandum. |
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MEMBERS

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| Sole Member | 3 The School is the sole member of the Foundation ("the Member"). |
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| Register of Members | 4 | The Foundation must maintain a register of Members. |
| | 5 | Membership of the Foundation is not transferable. |
| | 6 | The Member shall by resolution of its board of governors authorise the chair of the board of governors (or such other person as the governors see fit) to act as its authorised representative at any General Meeting of the Foundation and the person so authorised shall be entitled to exercise the same powers on behalf of the Member as the Member would exercise if it were an individual Member of the Foundation. The Member shall notify the Board of Trustees in writing of its authorised representatives for the purposes of General Meetings. |

GENERAL MEETINGS

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| Notice General Meetings | 7 | The Member's authorised representative for the purposes of General Meetings is entitled to attend General Meetings either personally or by proxy. General Meetings are called on at least 14 clear days' written notice specifying the business to be discussed. 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. |
| | 8 | A General Meeting may be called at any time by the Trustees and must be called in accordance with the terms of the Act within 21 days of a written request from the Member, which must be left at the Office, made in accordance with the provisions of the Act. |
| Business of the AGM | 9 | <p>Each year a General Meeting shall be held in which the business shall include:</p> <ul style="list-style-type: none">(a) consideration of the accounts and any documents annexed to them;(b) consideration of the reports of the Board of Trustees and of the auditors;(c) the appointment of auditors and the fixing of their remuneration; and(d) the appointment of Trustees. |

PROCEEDINGS AT GENERAL MEETINGS

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| Quorum for General Meetings | 10 | There is a quorum at a General Meeting if the Member is present acting by its authorised representative in accordance with Article 6. |
| | 11 | <p>No business shall be transacted at any meeting unless a quorum is present. If a quorum is not present within 30 minutes from the time appointed for a meeting to start:</p> <ul style="list-style-type: none">(a) A meeting convened on the requisition of the Board of Trustees shall be dissolved; or(b) 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.

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 Trustees; or
 - (b) if he or she 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 Trustees; or
 - (c) if he or she 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 Trustee chosen by the Trustees present to chair the meeting; or
 - (d) if no Trustee is willing to act as Chairman, or if no Trustee is present within 15 minutes after the time appointed for the meeting to start, the authorised representative of the Member shall be Chairman.

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.

VOTING AT GENERAL MEETINGS

Voting at General Meetings

- 14 At any General Meeting the Member shall be entitled to vote through an authorised representative and shall have one vote on each issue.

Written Resolutions of the Member

- 15 A resolution in writing executed by or on behalf of the Member shall be effectual as if it had been passed at a General Meeting duly convened and held.

Objection to Voting

- 16 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 TRUSTEES

Directors and Trustees	17	The Trustees are the company directors and charity trustees of the Foundation and have control of the Foundation and its property and funds.
The Number of Trustees	18	<p>The number of Trustees shall be not less than THREE and not more than EIGHTEEN competent persons being:</p> <p>TWO ex officio Trustees;</p> <p>SIX nominated Trustees; and</p> <p>At least TWO and not more than TEN co-opted Trustees</p> <p>The Member may in General Meeting increase or reduce the number of Trustees and determine in what rotation such numbers shall go out of office.</p>
Casual Vacancies	19	The Board of Trustees may appoint any such person as they in their discretion consider suitable to be a Trustee to fill a <i>casual vacancy</i> or as an additional Trustee up to the maximum number of Trustees permitted under these Articles at any one time. Such Trustee shall hold office only until the next General Meeting where he or she shall retire and may put himself or herself forward for reappointment. If not reappointed at such General Meeting by the Member, he or she shall vacate office at the conclusion thereof.
Co-opted Trustees	20	The Member may appoint to the Board such persons as it considers suitable to be co-opted Trustees.
Ex-officio Trustees	21	<p>The ex-officio Trustees shall be:</p> <p>(a) the Head for the time being of the School; and</p> <p>(b) the Bursar for the time being of the School.</p> <p>If unwilling to act, before accepting appointment as a Trustee, an Ex-officio Trustee may appoint some other person to act as Trustee in his or her place whilst he or she holds office.</p>
Nominations	22	<p>The following persons or bodies shall each have the right to nominate the number of Trustees indicated, who shall each be an individual whose appointment shall, subject as below, be confirmed by the Trustees:</p> <p>FOUR by the School's Board of Governors;</p> <p>ONE by the Alumni Committee of the School; and</p> <p>ONE by the Head for the time being of the School.</p>

**Appointment of
Nominated Trustees**

- 23 In relation to the appointment of nominated Trustees:
- (a) The Secretary shall, at least eight weeks before the date of the expiry of the term of office of a nominated Trustee, give notice in writing of the expiry of that term to the person or persons entitled to appoint a person to that office.
 - (b) The Trustees acting as the Board of Trustees or by a Nominations Committee established by Article 36 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 Trustees may reasonably require. The Trustees shall thereupon confirm one of the alternatives.
 - (c) A casual vacancy in the Board of Trustees shall be deemed to arise if, without default of the Trustees, a nomination acceptable to the Trustees has not been made within eight weeks of a written request by the Board of Trustees and Article 19 shall apply. A Trustee appointed to fill a casual vacancy in these circumstances shall be subject to annual re-appointment and Article 37 shall not apply.
 - (d) The person appointed as a nominated Trustee may be, but need not be, a member of the appointing body.
 - (e) A nominated Trustee shall act as such in his own right and not as the delegate of the appointing body.

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

- 24 Every person wishing to become a Trustee may be required to sign a declaration of acceptance and of willingness to act as a Trustee in the form prescribed by the Board of Trustees from time to time, and shall if requested make disclosures for the purposes of a check by the Disclosure and Barring Service or any such similar agency.

Any such declaration shall include confirmation that the proposed Trustee is not disqualified from becoming a Trustee by reason of any provision in these Articles, but the Board of Trustees 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
Trustee**

- 25 Each new Trustee shall become entitled to the rights of being a Trustee, including, but not limited to, the right to such information and advice with regard to the activities of the Foundation as Trustees may lawfully and reasonably be able to supply or procure.

QUALIFICATIONS AND DISQUALIFICATION OF TRUSTEES

**Qualification to be a
Trustee**

- 26 No person shall take office as a Trustee:
- (a) unless he or she is a natural person, and not a body corporate;
 - (b) unless he or she is aged 18 or over;

Disqualification of Trustees

- (c) if he or she is employed by the Foundation; or
- (d) in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Articles 27 or 38 to 40,

but a person may be a Trustee notwithstanding that he or she is the Parent of a Pupil, or prospective or former Pupil, or is a 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.

27 A person shall be disqualified from holding or continuing to hold office as a Trustee if:

- (a) he or she is disqualified under the Charities Act 2011 from acting as a charity trustee;
- (b) a registered medical practitioner who is treating that person gives a written opinion to the Trustees stating that that person has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (c) he or she is removed as a Trustee by the Member pursuant to the Act;
- (d) he or she becomes bankrupt, has an interim receiving order made against him or her, makes any arrangement or compounds with his or her creditors generally or applies to the court for an interim order in respect of a voluntary arrangement;
- (e) he or she is convicted of an offence and the Trustees shall resolve that it is undesirable in the interests of the Charity that he or she remains a Trustee of the Charity;
- (f) he or she is at any time considered to be unsuitable to have access to children, young persons or vulnerable adults and the Board of Trustees resolves that his or her office be vacated;
- (g) he or she is disqualified in accordance with any rules made by the Board of Trustees for the purpose of disqualifying a person from holding office as a Trustee in circumstances considered by the Board of Trustees to be material; or
- (h) he or she is removed by unanimous resolution of the other Trustees.

Written Notices to the Secretary

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

**Members of any
Committee**

- 29 Articles 26 to 28 also apply to any member of any committee of the Trustees who is not a Trustee.

POWERS OF TRUSTEES

Trustees' Powers

- 30 General provisions concerning Trustees' 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 Foundation shall be managed by the Board of Trustees who may exercise all the powers of the Foundation;
 - (b) no alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board of Trustees 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 Trustees by the Articles; and
 - (d) a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees.

Bank Accounts

- 31 Any bank account in which any part of the assets of the Foundation is deposited shall: be operated by the Board of Trustees; indicate the name of the Foundation; and all cheques, orders and transfers for the payment of in excess of £2,500 in money from such account shall be signed by at least two signatories authorised by the Board of Trustees in respect of their activities as Trustees or ex-officio Trustees.

RULES

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

- 32 The Board of Trustees 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 Foundation and its affairs, but consistent always with the terms of the Memorandum and these Articles.
- 33 The absence of any such Rules in respect of any such matter shall not preclude the Board of Trustees from otherwise making a determination in any particular case where not inconsistent with the provisions of these Articles.
- 34 A copy of all Rules currently in force from time to time shall be kept with the minutes book of the Foundation and shall be published in such manner as the Board of Trustees consider appropriate having regard to the subject matter of the Rules.

DELEGATION OF TRUSTEES' POWERS

**Agreement of the
Foundation.**

- 35 The Board of Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Foundation for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.

Committees

- 36 In relation to committees established by the Board of Trustees:
- (a) the Board of Trustees may establish any committee to exercise, subject to these Articles, powers and functions of the Board of Trustees. The constitution, membership and proceedings of any committee of the Board of Trustees shall be determined by the Board of Trustees. The Board of Trustees 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 Trustees shall be reviewed at least once in every 15 months;
 - (c) the membership of any committee of the Board of Trustees may include persons who are not Trustees provided that a majority of members of any such committee shall be Trustees. The chairman of each committee shall be a Trustee. The Board of Trustees may determine that some or all of the members of a committee who are not Trustees 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 Trustees unless the majority of members of the committee present are Trustees;
 - (d) the quorum for any meeting of a committee shall be determined by the Board of Trustees from time to time and in default shall be two;
 - (e) for the avoidance of doubt, the Board of Trustees may delegate all financial and other matters, between meetings of Trustees, 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 Foundation and take other urgent actions as such committee considers necessary or desirable; and
 - (iii) implement the policies adopted by the Board of Trustees
 - (f) such committees shall conform to any Rules imposed by the Board of Trustees;
 - (g) all delegations of powers to any committee shall be revocable by the Board of Trustees 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 Trustees so far as applicable unless superseded by any subsequent decisions of or Rules made by the Board of Trustees.

TERM OF OFFICE, RESIGNATION & REMOVAL OF TRUSTEES

Term of Office of Trustees

37 As to the term of office of Trustees:

- (a) the normal period of service of Trustees shall be for:

EX-OFFICIO Trustees - while he or she holds office

NOMINATED and CO-OPTED Trustees - FOUR years.

The term of office for each Trustee shall expire on the fourth anniversary of his or her taking office, except that the Board of Trustees may at any time determine in each particular case that the term of office shall instead expire at the end of a meeting of Trustees held within six months following such fourth anniversary. In such a case his or her successor may take office during the course of any such meeting even though the person he or she replaces continues in office until the end of such meeting, subject always to the total number of Trustees not exceeding the number provided for in Article 18;

- (b) unless the Board of Trustees resolve by a unanimous vote of those present and voting that a person who has been a Trustee for a continuous period of 12 years should continue in office, that Trustee shall retire at the end of the next meeting of Trustees and following retirement such a person may not be reappointed unless he or she has ceased to be a Trustee for a continuous period of 12 months;
- (c) a Trustee who has reached the age of SEVENTY FIVE shall retire at the end of the next General Meeting following his or her birthday unless before or at that meeting the Member resolves that he or she should continue in office. The same procedure shall apply with respect to each successive birthday of that Trustee;
- (d) retirement of a Trustee in accordance with paragraphs (a) to (c) shall only occur if at least THREE Trustees 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 Trustees that it could do so with at least THREE Trustees remaining in office; and
- (e) subject to remaining eligible to be a particular type of Trustee

**Ceasing to be a
Trustee**

any Trustee retiring at the end of his or her term of office may be re-appointed or re-elected by the Member.

- 38 The office of a Trustee, shall be vacated if:
- (a) he or she dies;
 - (b) any event or circumstance occurs which would disqualify him or her from being appointed a Trustee on the terms of Article 27;
 - (c) he or she resigns his or her office by notice to the Foundation (but only if at least THREE Trustees will remain in office when the notice of resignation is to take effect);
 - (d) he or she shall for more than three consecutive meetings have been absent without permission of the Board of Trustees from meetings of Trustees and the Board of Trustees resolve that his or her office be vacated;
 - (e) he or she shall in the opinion of the Board of Trustees be unable properly to fulfil his or her duties as a Trustee by reason of illness, disability or infirmity and the Board of Trustees resolve that his or her office be vacated;
 - (f) he or she is removed from office by ordinary resolution of the Member in accordance with Article 271)(c);
 - (g) he or she fails to declare the nature of any direct or indirect interest in the business of the Foundation as required by the Act or these Articles and the Board of Trustees determine that his or her office be vacated; or
 - (h) he or she ceases to hold office by virtue of any provision of the Act.

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

- 39 The removal of a Trustee shall be without prejudice to and shall not affect any obligation or liability incurred by him or her or to which he or she was subject prior to his or her removal.

**Written Notice to the
Secretary**

- 40 Where a Trustee resigns his or her office or is removed from office, the Trustee or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Secretary.

TRUSTEES' EXPENSES

**Reasonable and
proper out-of- pocket**

- 41 Trustees 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 Trustees or committees of Trustees or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

TRUSTEES' APPOINTMENTS AND INTERESTS

Personal Interest of Trustees

- 42 Any Trustee who has any personal interest in any matter to be discussed at a meeting of Trustees, including any duty or pecuniary interest (direct or indirect) in any contract or arrangement proposed to be entered into by the Foundation, shall disclose the interest before the discussion begins and shall withdraw from that part of a meeting of the Board of Trustees 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

- 43 A Trustee 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 Trustee 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 Trustee and a Pupil, or prospective or former Pupil, are relatives if, to the knowledge of such Trustee, 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 TRUSTEES

Number of Trustees at Trustees' Meetings

- 44 Subject to the provision of the Articles, the Board of Trustees may regulate their proceedings as they think fit.
- 45 As regards the number of Trustees at Trustees' meetings:
- (a) the quorum for a meeting of the Board of Trustees, and any vote on any matter at such a meeting, shall be any THREE Trustees or a THIRD of the total number of Trustees for the time being rounded up to a whole number, whichever is the greater;
 - (b) the Board of Trustees may act even though there is a vacancy in their body provided that if there are fewer than THREE Trustees, they may act as the Board of Trustees only to:
 - (i) appoint, and confirm the appointment of, additional Trustees (in accordance with Article 19); or
 - (ii) convene a General Meeting, and propose resolutions to be considered at such meeting; or
 - (iii) pending the appointment of additional Trustees, act to preserve the assets of the Foundation and the maintenance of the School as a going concern or take other urgent action.

Holding of Trustees' Meetings

- 46 As to the holding of meetings of Trustees:

**Notice of Meetings of
the Board of Trustees**

- (a) the Trustees shall hold at least two meetings in each year;
 - (b) meetings of the Board of Trustees shall be convened by the Secretary; and
 - (c) in exercising his or her functions under this Article the Secretary shall comply with any direction:
 - (i) given by the Board of Trustees; or
 - (ii) given by the Chairman of the Board of Trustees or, in his or her absence or where there is a vacancy in the office of Chairman, the Vice-chairman of the Board of Trustees, so far as such direction is not inconsistent with any such direction given by the Trustees.
- 47 As to notice of meetings of the Board of Trustees:
- (a) any three Trustees may call a meeting of the Board by giving notice of the meeting to the Trustees or by authorising the Secretary to give such notice provided that:
 - (i) such notice must indicate the proposed date, time and location of the meeting and, if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting;
 - (ii) such notice must be given to each Trustee, but need not be in writing; and
 - (iii) such notice need not be given to Trustees who waive their entitlement to notice of that meeting by giving notice to that effect to the Foundation not more than seven days after the date on which the meeting is held (and where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it).
 - (iv) each Trustee shall be given 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, at least seven clear days before the date of a meeting, provided that where the Chairman or, in his or her 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 Trustees 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 Trustees generally;
		(c) a resolution to rescind or vary a resolution carried at a previous meeting of the Board of Trustees shall not be proposed at a meeting of the Board of Trustees unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting; and
		(d) the convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any Trustee not having received written notice of the meeting or a copy of the agenda therefor.
Chairman of a Meeting of the Board of Trustees	48	As to the Chairman of a meeting of the Board of Trustees 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 Trustee holding office as Chairman or Vice-chairman, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
Persons who are not Trustees may attend	49	The Board of Trustees may invite persons who are not Trustees (including but not limited to a member of a committee, any employee of the School or the Foundation, any Pupil, the President, Vice Presidents, any professional adviser and any experts of any kind, including any person who may be disqualified from being a Trustee 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 Trustees	50	As to voting at a meeting of the Board of Trustees: (a) subject to these Articles, every decision of the Trustees shall be by a simple majority of the votes cast at a meeting; and (b) every Trustee has one vote on each issue except for the Chairman of the meeting, who in the event of an equality of votes has a second or casting vote (unless the Chairman of the meeting is in accordance with these Articles not to be counted as participating in the decision-making process for quorum or voting purposes).
A Trustee with an Interest	51	As to a Trustee with an interest: (a) a Trustee shall declare an interest and shall not be entitled to vote in respect of any matter in which he or she is interested;

	(b)	a Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote; and
	(c)	if a question arises at a meeting of the Board of Trustees or of a committee of Trustees as to the right of a Trustee to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his or her ruling in relation to any Trustee other than him or herself shall be final and conclusive.
Defect in the Appointment of any Trustee	52	All acts done by a meeting of the Board of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee 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 Trustee and had been entitled to vote.
Written Resolutions of the Board of Trustees	53	A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of the Board of Trustees or of a committee of the Board of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a committee of the Board of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees.
Reconvening a Meeting of the Board of Trustees	54	<p>As to the reconvening of a meeting of Trustees:</p> <p>(a) a meeting of the Board of Trustees shall be terminated forthwith if:</p> <p>(i) the Trustees so resolve; or</p> <p>(ii) the number of Trustees present ceases to constitute a quorum for a meeting of the Board of Trustees in accordance with Article 45;</p> <p>(b) where a meeting is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Secretary as soon as is reasonably practicable unless the Board of Trustees otherwise decide; and</p> <p>(c) where the Trustees accordingly resolve to adjourn a meeting before all the items of business on the agenda have been disposed of, the Trustees 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 Secretary to convene a meeting accordingly unless the Board of Trustees otherwise determine.</p>
Telephone or Other Communication	55	Any one or more Trustees may participate and vote at meetings of the Board of Trustees by means of any conference telephone or other

Equipment

communication equipment which allows all persons participating in the meeting to hear and speak to each other. Any Trustee 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 Trustees duly convened and held with such persons physically present together.

CHAIRMAN AND VICE-CHAIRMAN

**Chairman of the
Board of Trustees**

56 As to the Chairman of the Board of Trustees:

- (a) the Chairman shall be the person appointed by the Member to serve as Chairman;
- (b) the Chairman shall ordinarily hold office for a term of ONE year and shall be eligible for re-appointment at the end of that term;
- (c) the Chairman may be removed as Chairman by the Member at any time;
- (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 Foundation and each meeting of the Board of Trustees 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.

**Vice-Chairman of the
Board of Trustees**

57 As to the Vice-chairman of the Board of Trustees:

- (a) the Vice-chairman of the Board of Trustees shall be the person appointed by a simple majority of the Trustees to serve as Vice-chairman;
- (b) the Vice-chairman shall ordinarily hold office for a term of ONE year and shall be eligible for re-appointment at the end of that term; and
- (c) the Vice-chairman may be removed from that office (but not as Trustee) by the Board of Trustees at any time by a simple majority of the Trustees.

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

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

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

- 59 As to election of the Chairman or the Vice-chairman:
- (a) where by reason of any of the matters referred to in Article 58 a vacancy arises in the office of Chairman or Vice-chairman, the Board of Trustees shall at their next meeting elect one of their number to fill that vacancy; and
 - (b) any election of the Chairman or the Vice-chairman which is contested shall be held by secret ballot.

SECRETARY

Secretary

- 60 As to the Secretary:
- (a) subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit;
 - (b) notwithstanding this Article, the Board of Trustees may, where the Secretary fails to attend a meeting of the Trustees, appoint a deputy or assistant secretary, any one of their number or any other person to act as Secretary for the purposes of that meeting;
 - (c) the Secretary shall attend Trustees' meetings and General Meetings, except where the Trustees determine to the contrary in respect of any particular matter; and
 - (d) an assistant or deputy Secretary may be appointed by the Board of Trustees to act in place of the Secretary in his or her absence, and to the extent applicable and subject to any directions of the Board of Trustees, references in these Articles to the Secretary shall be construed as including such assistant or deputy Secretary.

PATRON

- 61 The Trustees may confer on any individual (with his or her prior written consent) the honorary title of Patron.

PRESIDENT

- 62 The Trustees may confer on one individual (with his or her prior written consent) the honorary title of President for a term of FIVE years and shall be eligible for re-appointment at the end of that term. The President shall normally be invited to attend all meetings of the Board of Trustees.
- 63 The Trustees may resolve to rescind the honorary title of President conferred on any person under article 62 at any time.

VICE PRESIDENT

- 64 The Trustees may confer on one or more individuals (with his or her prior written consent) the honorary title of Vice President. The Vice President(s) shall normally be invited to attend the AGM held by the

Foundation in accordance with article 9.

- 65 The Trustees may resolve to rescind the honorary title of Vice President conferred on any person under article 64 at any time.

MINUTES

Minutes

- 66 The minutes of the proceedings of a meeting of the Board of Trustees 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 Trustees) 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 Trustees; and
- (b) details of all proceedings at meetings of the Foundation and of the Board of Trustees and of committees of Trustees, including the names of the Trustees 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.

DEEDS

Deeds

- 67 Any document to be executed on behalf of the Foundation as a deed shall be signed by a Trustee and by the Secretary or by a second Trustee.

ACCOUNTS AND RECORDS

Accounts and related matters

- 68 The Trustees must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.

- 69 The Trustees must keep proper records of:

- (a) all proceedings at General Meetings;
- (b) all proceedings at meetings of the Board (including a record of all unanimous or majority decisions taken by the Board for at least ten years from the date of the decision recorded);
- (c) all reports of committees; and

Audits

- (d) all professional advice obtained.

70 As regards audits:

- (a) at least once in every year the Foundation accounts shall be independently examined by one or more properly qualified auditor or auditors as defined by the Act;
- (b) the auditors shall normally be the auditors that are instructed by the School; and
- (c) auditors shall be appointed by the Board of Trustees following a General Meeting and the auditors' duties regulated in accordance with the Act.

**Documents to be
made available to all
Trustees**

71 Accounting records relating to the Foundation must be made available for inspection by any Trustee at any reasonable time during normal office hours.

72 A copy of the Foundation's latest available statement of account must be supplied on request to any Trustee or Member, or to any other person who makes a written request and pays the Foundation's reasonable costs, within two months of such request.

73 As regards documents to be made available to all Trustees and the Member, subject to this Article, the Trustees shall ensure that a copy of:

- (a) all Rules;
- (b) the agenda for every meeting of the Trustees;
- (c) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting; and
- (d) upon request, the signed minutes of every such meeting; and
- (e) any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available to each Trustee and the Member.

74 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 Foundation in accordance with the Charities Act and the Act, which are to be provided in full to the Trustees) any material relating to:

- (i) a named teacher or other person employed, or proposed to be employed, at the School or by the Foundation;
- (ii) a named donor or benefactor of the Foundation or the School who has asked to remain anonymous;
- (iii) a named Pupil at, or candidate for admission to the

School; and

- (iv) any matter which, by reason of its nature, the Trustees are satisfied in their discretion should remain confidential.

NOTICES

Notices

- 75 Notices, documents, resolutions or information under these Articles may be sent or supplied to Trustees by hand, or by post or by suitable electronic means.
- 76 A technical defect in the giving of notice of a meeting of which the Trustees are unaware at the time does not invalidate decisions taken at that meeting.
- 77 The Foundation may deliver a notice or other document to the Member by:
- (a) delivering it personally to the Member or its authorised representative;
 - (b) post or hand delivery to the Member's address shown in the register of Members; or
 - (c) electronic mail to an address notified by the Member in writing.
- 78 Any notice, resolution, document or other information sent or supplied to the Member in accordance with these Articles is to be treated for all purposes as having been received:
- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - (b) two clear days after being sent by first class post to that address;
 - (c) three clear days after being sent by second class or overseas post to that address;
 - (d) on being handed to the Member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier
 - (e) as soon as the Member acknowledges actual receipt.

INDEMNITY AND INSURANCE

Indemnity and Insurance

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

expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation to them. The Trustees shall have the power under paragraph 5.6 of the Memorandum to purchase and maintain for any Trustees such insurance notwithstanding his or her interest in such insurance policy.

DISSOLUTION

Dissolution

- 80 Clause 10 of the Memorandum of Association of the Foundation relating to the winding up and dissolution of the Foundation shall have effect as if its provisions were repeated in these Articles.