



FILE COPY

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

Company No. 8183803

The Registrar of Companies for England and Wales, hereby certifies that

BARBERI AND NEWMAN ACADEMY TRUST

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **17th August 2012**



N08183803I



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

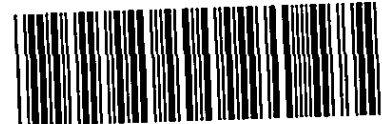
Application to register a company



A fee is payable with this form
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a
private or public company

✗ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership
this, please use form L



A21 17/08/2012 #262
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

BARBERI AND NEWMAN ACADEMY TRUST

For official use

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① **Duplicate names**
Duplicate names are not permitted
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② **Company name restrictions**
A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ **Company type**
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5**Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6**Registered office address ②**

Please give the registered office address of your company

Building name/number	Cathedral House
Street	St Chad's Queensway
Post town	Birmingham
County/Region	
Postcode	B 7 4 J Y

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7**Articles of association ③**

Please choose one option only and tick one box only

- | | |
|----------|---|
| Option 1 | <p>I wish to adopt one of the following model articles in its entirety Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares
<input type="checkbox"/> Private limited by guarantee
<input type="checkbox"/> Public company</p> |
| Option 2 | <p>I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares
<input type="checkbox"/> Private limited by guarantee
<input type="checkbox"/> Public company</p> |
| Option 3 | <p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application</p> |

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8**Restricted company articles ④**

Please tick the box below if the company's articles are restricted

☐**④ Restricted company articles**

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1; For a corporate director, go to Section E1

Secretary**B1 Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5

Title *	V Rev
Full forename(s)	John Frederick
Surname	Carlyle
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes

B2 Secretary's service address ③

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address


This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3 Signature ④

I consent to act as secretary of the proposed company named in Section A1

Signature	Signature X  X
-----------	--

④ Signature

The person named above consents to act as secretary of the proposed company

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Application to register a company

Corporate secretary**C1****Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3** only→ **No** Complete **Section C4** only**C3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5**Signature ⑤**I consent to act as secretary of the proposed company named in **Section A1**.

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

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Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title *	V Rev
Full forename(s)	John Frederick
Surname	Carlyle
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Date of birth	d0 d2 m1 m0 y1 y9 y4 y9
Business occupation (if any) ④	Priest

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.


Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in **Section A1**.

Signature	Signature 
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title *	Mr
Full forename(s)	Stephen John
Surname	Roche
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Date of birth	d ⁰ d ⁵ m ¹ m ⁰ y ¹ y ⁹ y ⁶ y ⁰
Business occupation (if any) ④	FINANCIAL SECRETARY

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	


⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⑥**

I consent to act as director of the proposed company named in Section A1	
Signature	Signature X  X

⑥ Signature

The person named above consents to act as director of the proposed company.


IN01 - continuation page

Application to register a company

Director

D1	Director appointments ①	① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual. ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes. ③ Country/State of residence This is in respect of your usual residential address as stated in Section D4. ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5		
Title *	Mrs	
Full forename(s)	Margaret	
Surname	Buck	
Former name(s) ②		
Country/State of residence ③	English	
Nationality	British	
Date of birth	d1 d3 m0 m8 y1 y9 y4 y6	
Business occupation (if any) ④	CONSULTANT(EDUCATION)	

D2	Director's service address ⑤	⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office. If you provide your residential address here it will appear on the public record.
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
Country		

D3	Signature ⑥	⑥ Signature The person named above consents to act as director of the proposed company.
I consent to act as director of the proposed company named in Section A1.		
Signature	Signature X  X	

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Application to register a company

Corporate director**E1 Corporate director appointments ①**

Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Additional appointments
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?
 → **Yes** Complete **Section E3 only**
 → **No** Complete **Section E4 only**

E3 EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③	
Registration number	

② EEA
A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
If applicable, the registration number	

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5 Signature ⑤

I consent to act as director of the proposed company named in Section A1 .	
Signature	Signature X

⑤ Signature
The person named above consents to act as corporate director of the proposed company

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ **Yes** Complete the sections below→ **No** Go to **Part 4 (Statement of guarantee)****F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling
 If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
			Totals	£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
 Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
			Totals	

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
			Totals	

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ❹

❹ **Total aggregate nominal value**
 Please list total aggregate values in
 different currencies separately For
 example £100 + €100 + \$10 etc

❶ Including both the nominal value and any
share premium❷ Number of shares issued multiplied by
nominal value of each share**Continuation Pages**Please use a Statement of Capital continuation
page if necessary

❸ Total number of issued shares in this class

F4**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1**1 Prescribed particulars of rights attached to shares**

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

- **Yes** Complete the sections below
 → **No** Go to **Part 5** (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	(V Rev) John Frederick
Surname 1	Carlyle
Address 2	Cathedral House, St Chad's Queensway, Birmingham
Postcode	B 7 4 J Y
Amount guaranteed 3	£1 00

Subscriber's details

Forename(s) 1	Stephen John
Surname 1	Roche
Address 2	Cathedral House, St Chad's Queensway, Birmingham
Postcode	B 7 4 J Y
Amount guaranteed 3	£1 00

Subscriber's details

Forename(s) 1	Margaret
Surname 1	Buck
Address 2	Cathedral House, St Chad's Queensway, Birmingham
Postcode	B 7 4 J Y
Amount guaranteed 3	£1 00

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Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name
Please use capital letters

② Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5**Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?




- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1**Statement of compliance delivered by the subscribers ①**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature <i>Fr Carlyte</i> X 	X
Subscriber's signature	Signature <i>Mr Roche</i> X 	X
Subscriber's signature	Signature <i>MS Buck</i> X 	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

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Application to register a company

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

Continuation pages

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X

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Application to register a company

**Presenter information**

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

Contact name Anna Crichton

Company name Gateley LLP

Address One Eleven

Edmund Street

Post town Birmingham

County/Region West Midlands

Postcode B 3 2 H J

Country

DX 13033 Birmingham 1

Telephone 0121 234 0000

**Certificate**

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6)
☐ At the agent's address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay**

A fee is payable on this form

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE




**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
BARBERI AND NEWMAN ACADEMY TRUST

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
V Rev John Frederick Carlyle	
Stephen John Roche	
Margaret Buck	

Dated 15 August 2012

BARBERI AND NEWMAN ACADEMY TRUST

**A private company limited by guarantee and not
having a share capital**

ARTICLES OF ASSOCIATION

Ref TGR\02025 031
Draft 3
Date 15 08 2012

One Eleven
Edmund Street
Birmingham
B3 2HJ

DX 13033 Birmingham-1

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**PRIVATE COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
BARBERI AND NEWMAN ACADEMY TRUST**

1 Name

The company's name is Barberi and Newman Academy Trust (and in this document it is called the "**charity**")

2 Interpretation

2 1 In the articles

"Academies" has the meaning given in article 4 (and "**Academy**" shall mean any one of the "**Academies**"),

"address" a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity,

"Act" the Companies Act 2006,

"the articles" the charity's articles of association,

"Catholic" in full communion with the See of Rome,

"the charity" the company intended to be regulated by the articles,

"clear days" in relation to the period of a notice means a period excluding
(a) the day when the notice is given or deemed to be given, and
(b) the day for which it is given or on which it is to take effect,

"Code of Canon Law of the Latin Church" the general norms of the Catholic Church Latin Rite,

"the Commission" the Charity Commission for England and Wales,

"Companies Acts" the Companies Acts (as defined in section 2 of the Act) insofar as they apply to the charity,

"Diocesan Bishop" any Bishop of a Diocese [or a Superior of a religious institute] in which the relevant Academy is situated,

"Diocese" the Roman Catholic diocese in which the relevant Academy is situated,

"the directors" the directors of the charity The directors are charity trustees as defined by section 97 of the Charities Act 1993,

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"electronic form" has the meaning given in section 1168 of the Act,

"the memorandum"	the charity's memorandum of association,
"officers"	includes the directors and the secretary (if any),
"the seal"	the common seal of the charity if it has one,
"secretary"	any person appointed to perform the duties of the secretary of the charity, and
"the United Kingdom"	Great Britain and Northern Ireland

2 2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa

2 3 Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity

2 4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

3 **Liability of members**

The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for

3 1 payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member,

3 2 payment of the costs, charges and expenses of winding up, and

3 3 adjustment of the rights of the contributories among themselves

4 **Object**

The charity's object ("**the Object**") is specifically restricted to the following to act as the holding company and the founder member of all multi academy companies established as its subsidiaries, the object of each of which is to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Catholic schools designated as such ("**the Academies**") offering a broad and balanced curriculum and conducted as Catholic Schools in accordance with the Code of Canon Law of the Latin Church from time to time and the doctrinal, social and moral teachings of the Catholic Church from time to time and following the directives and policies issued by the Diocesan Bishop to ensure that the formation, governance and education of the Academies is based on the principles of Catholic doctrine, and at all times serving as a witness to the Catholic faith in Our Lord Jesus Christ

5 **Powers**

The charity has power to do anything which is calculated to further its Object or is conducive or incidental to doing so In particular, the charity has power

5 1 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the charity,

- 5 2 to raise funds and to invite and receive contributions provided that in raising funds the charity shall not undertake any substantial and/or permanent trading activities and shall conform to any relevant statutory regulations
- 5 3 to acquire, alter, improve and subject to such consents as may be required by law to charge or otherwise dispose of property,
- 5 4 to employ such staff as are necessary for the proper pursuit of the Object and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants,
- 5 5 to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for the Object,
- 5 6 to co-operate with other charities, other independent and maintained schools, voluntary bodies and statutory authorities operating in furtherance of the Object and to exchange information and advice with them,
- 5 7 to pay out of funds of the charity the costs, charges and expenses of and incidental to the formation and registration of the charity and the company,
- 5 8 subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the charity, to borrow and raise money for the furtherance of the Object in such manner and on such security as the charity may think fit,
- 5 9 to deposit or invest any funds of the charity not immediately required for the furtherance of its Object (but to invest only after obtaining such advice from a financial expert as the directors consider necessary and having regard to the suitability of investments and the need for diversification),
- 5 10 to delegate the management of investments to a financial expert, but only on terms that
 - 5 10 1 the investment policy is set down in writing for the financial expert by the directors,
 - 5 10 2 every transaction is reported promptly to the directors,
 - 5 10 3 the performance of the investments is reviewed regularly with the directors,
 - 5 10 4 the directors are entitled to cancel the delegation arrangement at any time,
 - 5 10 5 the investment policy and the delegation arrangement are reviewed at least once a year,
 - 5 10 6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the directors on receipt, and
 - 5 10 7 the financial expert must not do anything outside the powers of the directors,
- 5 11 to arrange for investments or other property of the charity to be held in the name of a nominee company acting under the control of the directors or of a financial expert acting under their instructions, and to pay any reasonable fee required,
- 5 12 to provide indemnity insurance to cover the liability of directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the charity, provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of

trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors,

- 5 13 to establish subsidiary companies to act as multi academy companies,
- 5 14 to act as a holding company,
- 5 15 to act as the founder member of each of the multi academy companies, and
- 5 16 to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Object

6 Application of income and property

6 1 Universal clauses

- 6 1 1 The income and property of the charity shall be applied solely towards the promotion of the Object
- 6 1 2 A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity
- 6 1 3 A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993
- 6 1 4 A director may receive an indemnity from the charity in the circumstances specified in article 28
- 6 1 5 None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity This does not prevent a member who is not also a director receiving
 - 6 1 5 1 a benefit from the charity in the capacity of a beneficiary of the charity,
 - 6 1 5 2 reasonable and proper remuneration for any goods or services supplied to the charity

6 2 Directors' benefits

No director or connected person may buy goods or services from the charity on terms preferential to those applicable to other members of the public, or sell goods or services to the charity or receive remuneration, or receive any other financial benefit from the charity In this article, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value

6 3 Interpretation

In this article 6

- 6 3 1 "charity" shall include any company in which the charity
 - 6 3 1 1 holds more than 50% of the shares or membership shares (as the case may be), or
 - 6 3 1 2 controls more than 50% of the voting rights attached to the shares or membership shares (as the case may be), or
 - 6 3 1 3 has the right to appoint one or more directors to the board of the company,
- 6 3 2 "connected person" means

- 6 3 2 1 a child, stepchild, parent, grandchild, grandparent, brother or sister of the director,
- 6 3 2 2 the spouse of the director or of any person falling within article 6 3 2 1 above,
- 6 3 2 3 a person carrying on business in partnership with the director or with any person falling within articles 6 3 2 1 or 6 3 2 2 above,
- 6 3 2 4 an institution which is controlled
 - 6 3 2 4 1 by the director or any connected person falling within articles 6 3 2 1, 6 3 2 2, or 6 3 2 3 above, or
 - 6 3 2 4 2 by two or more persons falling within article 6 3 2 1, when taken together,
- 6 3 2 5 a body corporate in which
 - 6 3 2 5 1 the director or any connected person falling within articles 6 3 2 1 to 6 3 2 3 above has a substantial interest, or
 - 6 3 2 5 2 two or more persons falling within article 6 3 2 1 above who, when taken together, have a substantial interest,
- 6 3 3 paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this article 6

7 **Members**

- 7 1 The subscribers to the memorandum are the first members of the charity
- 7 2 Membership is open to other individuals or organisations who
 - 7 2 1 apply to the charity in the form required by the directors, and
 - 7 2 2 are approved by the directors
- 7 3
 - 7 3 1 The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application
 - 7 3 2 The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
 - 7 3 3 The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final
- 7 4 Each member agrees to procure that all subsidiary companies of the charity adopt and use the Catholic multi academy articles of association, the Catholic multi academy supplemental agreement, the Catholic multi academy master funding agreement, the Catholic multi academy lease and any other documents produced or required by the charity from time to time in respect of the Academies operated by the charity
- 7 5 Membership is not transferable
- 7 6 The directors must keep a register of names and addresses of the members

8 Classes of membership

- 8 1 The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
- 8 2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership
- 8 3 The rights attached to a class of membership may only be varied if
 - 8 3 1 three-quarters of the members of that class consent in writing to the variation, or
 - 8 3 2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation
- 8 4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

9 Termination of membership

Membership is terminated if

- 9 1 the member dies or, if it is an organisation, ceases to exist,
- 9 2 the member resigns by written notice to the charity unless, after the resignation, there would be less than two members,
- 9.3 any sum due from the member to the charity is not paid in full within six months of it falling due

10 General meetings

- 10 1 The charity must hold its first annual general meeting within eighteen months after the date of its incorporation
- 10 2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
- 10 3 The directors may call a general meeting at any time

11 Notice of general meetings

- 11 1 The minimum periods of notice required to hold a general meeting of the charity are
 - 11 1 1 twenty-one clear days for an annual general meeting, and
 - 11 1 2 fourteen clear days for all other general meetings
- 11 2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights
- 11 3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Act and article 13
- 11 4 The notice must be given to all the members and to the directors and auditors
- 11 5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity

12 Proceedings at general meetings

- 12 1 No business shall be transacted at any general meeting unless a quorum is present

- 12 2 A quorum is two members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting
- 12 3 The authorised representative of a member organisation shall be counted in the quorum
- 12 4 If
- 12 4 1 a quorum is not present within half an hour from the time appointed for the meeting, or
- 12 4 2 during a meeting a quorum ceases to be present
- the meeting shall be adjourned to such time and place as the directors shall determine
- 12 5 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- 12 6 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors
- 12 7 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting
- 12 8 If there is only one director present and willing to act, he or she shall chair the meeting
- 12 9 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting
- 12 10 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- 12 11 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- 12 12 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- 12 13 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting
- 12 14 In the event of an equality of votes on any business to be transacted at a meeting (a "**Deadlock**"), the members agree that they shall discuss and negotiate such matter in good faith in order to reach an agreement on such matter, which is acceptable to a sufficient number of the members to enable the resolution to be validly passed. In order to achieve any such agreement, the charity may obtain the advice and opinion of any relevant third party, who has expertise and experience of the matter that is the subject of the Deadlock

13 Content of proxy notices

- 13 1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which
- 13 1 1 states the name and address of the member appointing the proxy,
- 13 1 2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

- 13 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- 13 1 4 is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- 13 2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 13 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 13 4 Unless a proxy notice indicates otherwise, it must be treated as
 - 13 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 13 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
- 14 Delivery of proxy notices**
 - 14 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person
 - 14 2 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
 - 14 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
 - 14 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf
- 15 Written resolutions**
 - 15 1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75 per cent) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that
 - 15 1 1 a copy of the proposed resolution has been sent to every eligible member,
 - 15 1 2 a simple majority (or in the case of a special resolution a majority of not less than 75 per cent) of members has signified its agreement to the resolution, and
 - 15 1 3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date
 - 15 2 A resolution in writing may comprise several copies to which one or more members have signified their agreement
 - 15 3 In the case of a member that is an organisation, its authorised representative may signify its agreement
- 16 Votes of members**

- 16 1 Subject to article 8, every member, whether an individual or an organisation, shall have one vote
- 16 2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final
- 16 3 Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity
- 16 4 The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity
- 16 5 Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation
- 17 **Directors**
- 17 1 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 19 2
- 17 2 The number of directors shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 17 3 The first directors shall be those persons notified to Companies House as the first directors of the charity
- 17 4 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors
- 17 5 Subject to article 17 6 below, the quorum necessary for the transaction of the business of the directors shall be three, unless the number of directors shall be two in accordance with article 17 2 above in which case the quorum shall be two
- 17 6 Where a director has a particular interest in the business to be transacted at a meeting of the directors, including but not limited to where the subject matter of the business to be transacted is the formation, management or administration of multi academy companies in a specific geographical region which is represented by a director, the relevant director must be present at each meeting where such business is transacted and form part of the quorum as set out in article 17 5 above
- 18 **Powers of directors**
- 18 1 The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution
- 18 2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors
- 18 3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors
- 19 **Appointment and removal of directors**
- 19 1 Each member shall have the right, exercisable from time to time in accordance with the articles, to appoint and replace one person to be a director on its behalf
- 19 2 A director shall cease to hold office if he or she

- 19 2 1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
 - 19 2 2 is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
 - 19 2 3 ceases to be a member of the charity,
 - 19 2 4 ceases to be a duly appointed officer of an organisation that is a member,
 - 19 2 5 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - 19 2 6 resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect), or
 - 19 2 7 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated
- 19 3 A director shall cease to hold office if the organisation by which the director is duly appointed ceases to be a member
- 20 **Remuneration of directors**
- The directors must not be paid any remuneration unless it is authorised by article 6
- 21 **Proceedings of directors**
- 21 1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles
- 21 2 Any director may call a meeting of the directors, but at least one meeting of the directors must be held per annum
- 21 3 The secretary (if any) must call a meeting of the directors if requested to do so by a director
- 21 4 Questions arising at a meeting shall be decided by a majority of votes
- 21 5 In the event of an equality of votes on any business to be transacted at a meeting of the directors (a "**Director Deadlock**"), the directors agree that they shall discuss and negotiate such matter in good faith in order to reach an agreement on such matter, which is acceptable to a sufficient number of the directors to enable the resolution to be validly passed. In order to achieve any such agreement, the directors may obtain the advice and opinion of any relevant third party, who has expertise and experience of the matter that is the subject of the Director Deadlock
- 21 6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants
- 21 7 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants
- 21 8 The quorum shall be two, or such larger number as may be decided from time to time by the directors
- 21 9 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote

- 21 10 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting
- 21 11 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment
- 21 12 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting
- 21 13 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors
- 21 14 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened
- 21 15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement

22 Conflict of interest

- 22 1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and to these Articles, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the charity
- 22 1 1 may be a party to, or otherwise interested in, any transaction or arrangement with the charity or in which the charity is otherwise (directly or indirectly) interested,
- 22 1 2 may vote at a meeting of the directors in relation to any proposed transaction or arrangement in which they are interested, subject to the approval of the other directors present at the meeting acting reasonably,
- 22 1 3 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the charity is otherwise (directly or indirectly) interested, and
- 22 1 4 shall not, save as he may otherwise agree, be accountable to the charity for any benefit which he (or a person connected with him (as defined in section 252 of the Act) derives from any such contract, transaction or arrangement (if any) or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

23 Seal

If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director

24 Minutes

The directors must keep minutes of all

24 1 appointments of officers made by the directors,

24 2 proceedings at meetings of the charity,

24 3 meetings of the directors including

24 3 1 the names of the directors present at the meeting,

24 3 2 the decisions made at the meetings, and

24 3 3 where appropriate the reasons for the decisions

25 Accounts

25 1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice

25 2 The directors must keep accounting records as required by the Companies Acts

26 Annual Report and Return and Register of Charities

26 1 The directors must comply with the requirements of the Charities Act 1993 with regard to the

26 1 1 transmission of the statements of account to the charity,

26 1 2 preparation of an Annual Report and its transmission to the Commission, and

26 1 3 preparation of an Annual Return and its transmission to the Commission

26 2 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities

27 Means of communication to be used

27 1 Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity

27 2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

27 3 Any notice to be given to or by any person pursuant to the articles

27 3 1 must be in writing, or

27 3 2 must be given in electronic form

27 4 The charity may give any notice to a member either

27 4 1 personally,

27 4 2 by sending it by post in a prepaid envelope addressed to the member at his or her address,

27 4 3 by leaving it at the address of the member,

27 4 4 by giving it in electronic form to the member's address, or

- 27 4 5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- 27 5 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- 27 6 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 27 7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 27 8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act.
- 27 9 In accordance with section 1147 of the Act notice shall be deemed to be given
- 27 9 1 48 hours after the envelope containing it was posted, or
- 27 9 2 in the case of an electronic form of communication, 48 hours after it was sent.
- 28 **Indemnity**
- 28 1 The charity may indemnify a relevant director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Act.
- 28 2 In this article a "relevant director" means any director or former director of the charity.
- 29 **Insurance**
- 29 1 The directors may decide to purchase and maintain insurance, at the expense of the charity, for the benefit of any relevant officer in respect of any relevant loss.

In this article 29

29 1 1 a "relevant officer" means any director or other officer or former director or other officer of the charity or an associated company, but excluding in each case any person engaged by the charity (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor and excluding any manager who is not also a director or secretary of the charity,

29 1 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the charity or any associated company, and

29 1 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

30 **Rules**

- 30 1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- 30 2 The bye laws may regulate the following matters but are not restricted to them

- 30 2 1 the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
- 30 2 2 the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers,
- 30 2 3 the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes,
- 30 2 4 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles,
- 30 2 5 generally, all such matters as are commonly the subject matter of company rules
- 30 3 The charity in general meeting has the power to alter, add to or repeal the rules or bye laws
- 30 4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity
- 30 5 The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles
- 31 **Dissolution**
- 31 1 The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways
 - 31 1 1 directly for the Object, or
 - 31 1 2 by transfer to any charity or charities for purposes similar to the Object, or
 - 31 1 3 to any charity or charities for use for particular purposes that fall within the Object
- 31 2 Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred
 - 31 2 1 directly for the Object, or
 - 31 2 2 by transfer to any charity or charities for purposes similar to the Object, or
 - 31 2 3 to any charity or charities for use for particular purposes that fall within the Object
- 31 3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 31 1 is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission
- 32 **Amendment of articles**
- No alteration or addition shall be made to or in the provisions of the articles which would have the effect (a) that the charity would cease to be a company to which

section 60 of the Act applies, or (b) that the charity would cease to be a charity, or (c) that the charity ceases to be operated so as to give effect of the Object