

The Companies Act 2006

Company number: 940118

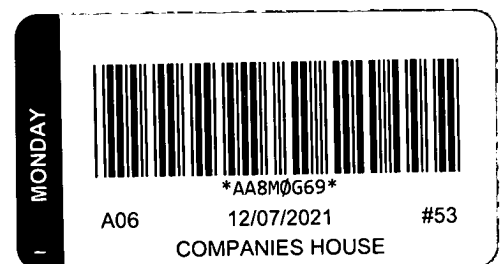
Registered Charity Number 311293

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**Memorandum and
Articles of Association of**

Town Close Educational Trust Limited

**(having changed its name from Town Close House Educational Trust Limited and altered its
Articles of Association by Special Resolutions dated 20th June 2021)**



Memorandum of Association of

Town Close Educational Trust Limited

(having changed its name from Town Close House Educational Trust Limited by Special Resolution dated 20th June 2021)

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MACKINTOSH OF HALIFAX, The Old Hall, Barford, Norwich	Peer.
BRYAN C. READ, 21 Upton Close, Norwich	Flour Miller.
JOHN A. H. WADDINGTON, Provost's House, Bury St Edmunds	Provost of St. Edmundsbury.
K.G. COLLIER, Principal's House, Bede College, Durham.	Principal of Bede College.
H. C. BOARDMAN, White Walls, Hoveton, Norfolk	Architect.
PETER JARROLD The Rummer, Stoke Holy Cross, Norfolk.	Printer
A. P. HANSELL 5 High Green, Norwich.	Solicitor
P. C. N. SOLOMON, 152 Newmarket Road, Norwich.	Solicitor
W. J. DEARNALEY, 6 Ipswich Road, Norwich, 63D.	Schoolmaster.
W. J. WESTWOOD, The Chantry, Norwich, NOR. 62E	Clerk in Holy Orders

Dated the 16th day of September, 1968.

Witness to the above signature

B. O. L. PRIOR,
12 The Close,
Norwich

Solicitor and Notary Public.

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**Articles of Association of
Town Close Educational Trust Limited**

(having changed its name from Town Close House Educational Trust Limited by Special Resolution dated 20th June 2021)

(Articles of Association adopted on 25th July 2011, as altered by Special Resolutions dated 20th June 2021)

- 1 The company's name is Town Close Educational Trust Limited (hereinafter called "the Charity").

Interpretation

- 2 In the articles:

"address" means 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 message number in each case registered with the Charity;

"the articles" means the Charity's articles of association;

"the Charity" means the company intended to be regulated by these articles.

"clear days" in relation to the period of a notice means a 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;

"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

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

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"the Governors" means the directors of the Charity. A Governor is a Charity trustee as defined by section 97 of the charities act 1993;

“the Governing Body” means the board of directors of the Charity;

“a Member” means a member of the Charity appointed in accordance with any of the provisions of Article;

“the memorandum” means the charities memorandum of association;

“officers” includes the Governors and the secretary (if any);

“the seal” means the common seal of the Charity if it has one;

“secretary” means any person appointed to perform the duties of the secretary of the Charity;

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

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.

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.

Liability of Members

- 3 The liability of the Members is limited to a sum not exceeding £1, 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

- (1) payment of the Charity’s debts and liabilities incurred before he, she or it ceases to be a Member;
- (2) payment of the costs, charges and expenses of winding up; and
- (3) adjustment of the rights of the contributories among themselves.

Objects

- 4 The Charity’s object (“Object”) is specifically restricted to the following:

For the public benefit to advance education of young people (under the age of 21 through the provision, support, conduct and maintenance of a day and/or boarding

school or schools and such other ancillary educational activities and other associated activities for the benefit of the community.

Powers

- 5 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:
- (1) to acquire and take over and carry on and develop the school known as Town Close House Preparatory School, Norwich in the County of Norfolk;
 - (2) to provide all appropriate books and equipment and boarding and other accommodation for teachers and students and visitors at any school owned by the Charity;
 - (3) to offer bursaries, scholarships, exhibitions, prizes and awards to make grants and allowances to students or prospective students at any school owned by the Charity;
 - (4) to offer bursaries, scholarships and exhibitions and to make grants and allowances to any student or past student of any school owned by the Charity for the purpose of proceeding to any university or other educational establishment;
 - (5) to make grants and allowances to any person engaged in the teaching profession for the purpose of training at any university or other educational establishment or attending any other training course whatsoever;
 - (6) to encourage the provision of education and training in all sports and for such purpose to provide playing fields, games, courts, recreation grounds and buildings, swimming baths and other accommodation in connection with sports, games and pastimes of all kinds to students at any school owned by the Charity;
 - (7) to carry on farming, dairy and poultry farming, stock breeding, market gardening, fruit farming and nurseries on any property of the Charity for educational purposes and for the purpose of providing and supplying any school or schools of the Charity;
 - (8) to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (9) to buy, take on lease or in exchange, hire or otherwise acquire any property and to construct, maintain and alter any buildings or erections necessary to maintain and equip such property for use;

- (10) to act as trustees, governors or managers of any real or personal property given or held upon trust for educational purposes;
- (11) to accept gifts of any real or personal property for the general purposes of the Charity or for any particular purpose thereof;
- (12) to hold any securities or shares of, and to manage, and conduct, any corporation or company, which carries on or intends to carry on any activity relating to any school operated by the Charity;
- (13) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (14) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- (15) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (16) to establish or support, whether financially or otherwise, any charitable trusts, companies, associations or institutions formed for any of the charitable purposes included in the Objects;
- (17) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (18) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (19) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Governor only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- (20) to:
 - (a) deposit or invest the money of the Charity in any investments, shares, securities or property (real or personal) of any nature (including investments involving liability and those not producing income) and in any location that the Governing Body decides
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the Charity to be held in the name of a nominee;

- (21) to provide indemnity insurance for the Governors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

Application of income and property

- 6 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A Governor 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.
- (b) A Governor 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.
- (c) A Governor may receive an indemnity from the Charity in the circumstances specified in article 50.
- (3) (a) 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.
- (b) Article 6(3)(a) above does not prevent payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Charity, or to any Member in return for any services actually rendered to the Charity nor does it prevent payment of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let by any officer or Member of the Charity.
- (c) No Governor shall be appointed to any salaried office of the Charity or any office of the Charity paid by fees.

Governors' benefits

- (4)(A) No Governor or connected person may:
- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Charity;
- (c) receive any remuneration from, the Charity unless;
- (i) the payment is permitted by article 6(4)(B)(a); or

- (ii) the Governors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting Governors'/connected persons' benefits

- (4)(B) (a) (i) A Governor or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Governors do not benefit in this way.
- (ii) A Governor or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- (iii) Subject to article 6(4)(C) a Governor or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Governor or connected person.
- (iv) A Governor or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Governors.
- (v) A Governor or connected person may receive rent for premises let by the Governor or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Governor concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (vi) The Governors may arrange for the purpose, out of the funds of the Charity, of insurance designed to indemnify the Governors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.
- (vii) A Governor or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

Payment for the supply of goods only – controls

- (4)(C) The Charity and its Governors may only rely upon the authority provided by article 6(4)(B)(a)(iii) if each of the following conditions is satisfied:
 - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:

- (i) the Charity or its Governors (as the case may be); and
 - (ii) the Governor or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the Charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other Governors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Governor or connected person. In reaching that decision the Governors must balance the advantage of contracting with a Governor or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting.
- (f) The reason for their decision is recorded by the Governors in the minute book.
- (g) A majority of the Governors then in office are not in receipt of remuneration or payments authorised by article 6(4)(A).
- (5) (a) In sub-clauses (2)-(4) of this article 6 “Charity” shall include any company in which the Charity:
 - holds more than 50% of the shares: or
 - controls more than 50% of the voting rights attached to the shares: or
 - has the right to appoint one or more directors to the board of the company:
- (b) in sub-clause (4) of this article 6, and sub-clause (2) of article 40 “connected person” means:
 - (i) a child, parent, grandchild, grandparent, brother or sister of the Governor;
 - (ii) the spouse or civil partner of the Governor or any person falling within paragraph (i) above;
 - (iii) a person carrying on business in partnership with the Governor or with any person falling within paragraph (i) or (ii) above;
 - (iv) an institution which is controlled –
 - (I) by the Governor or any connected person falling within paragraph (i), (ii) or (iii) above; or

- (II) by two or more persons falling within sub-paragraph (I), when taken together
- (v) a body corporate in which -
 - (I) a Governor or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
 - (II) two or more persons falling within sub-paragraph (I) who, when taken together, have a substantial interest.
- (c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

Members

- 7
- (1) The subscribers to the memorandum are the first Members of the Charity.
 - (2) Since membership is intended to be open only to members of the Governing Body, the maximum number of Members which the Charity intends should be registered at any time is twelve but the Governing Body may from time to time register an increase of Members.
 - (3) Membership is open to other individuals or organisations who:
 - (a) sign and deliver to the Charity an application for admission framed in such terms as the Governing Body shall require ; and
 - (b) are approved by the Governing Body which has absolute discretion as to the admission of any person.
 - (4) The Governing Body 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.
 - (5) Membership is not transferable.
 - (6) Every Member of the Charity shall sign a written consent to become a Member or sign the register of Members on becoming a Member. The Governing Body must keep a register of names and addresses of the Members.

Termination of Membership

- 8
- Membership is terminated if:
- (1) the Member dies or, if it is an organisation, ceases to exist;
 - (2) the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two Members;
 - (3) the Member ceases to be a Governor;

- (4) any sum due from the Member to the Charity is not paid in full within six months of it falling due;
- (5) the Member is removed from membership by a resolution of the Governing Body that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a Member from membership may only be passed if:
 - (a) the Member has been given at least twenty-one days' notice in writing of the meeting of the Governors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been allowed to make representations to the meeting.

General meetings

- 9 An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- 10 Members may call a general meeting at any time.

Notice of general meetings

- 11 (1) The minimum periods of notice required to hold a general meeting of the Charity are:
 - twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - fourteen clear days for all other general meetings.
 - (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 who together hold not less than 90 percent of the total voting rights.
 - (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 Companies Act and article 18.
 - (4) The notice must be given to all the Members and auditors.
- 12 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.

Proceedings at general meetings

- 13 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is three Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- (3) The authorised representative of a Member organisation shall be counted in the quorum.
- 14 (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to the same day in the next week, at the same time and place, or at such other place as the chairman may determine.
- (2) If no quorum is present at the reconvened meeting within thirty minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 15 (1) General meetings shall be chaired by the person who has been appointed to chair all meetings of the Members.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Member nominated by the Members shall chair the meeting.
- (3) If there is only one Member present and willing to act, he or she shall chair the meeting.
- (4) If none of the Members are 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.
- 16 (1) The Members present in person or by proxy at a meeting at which a quorum is present may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date and time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) 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.

- (4) 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.
- 17
- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least three Members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
 - (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
 - (3)
 - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
 - (4)
 - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 - (5)
 - (a) No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - (e) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

- (f) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- (6) Votes must be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy at the meeting shall have no vote unless it is a proxy for a corporation.

Content of proxy notices

- 18 (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which –
- (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Governing Body may determine; and
 - (d) is delivered to the Charity at the Charity’s registered office not less than 48 hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument appointing a proxy shall not be treated as valid.
 - (e) No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

- (2) Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

TOWN CLOSE EDUCATIONAL TRUST LIMITED

I,
of
A Member of Town Close Educational Trust Limited
Hereby appoint
of
and failing him
of
To vote for me and on my behalf at the (Annual or general or adjourned)
general meeting of the Charity to be held on day of
And at every adjournment thereof.
AS WITNESS my hand this day of 20 .

- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as –

- (a) 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
- (b) 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.

Delivery of proxy notices

- 18A (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.
- (2) An appointment under a proxy notice may be revoked by delivery 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.
- (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.
- (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.

Written resolutions

- 19 (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%) 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
- (a) a copy of the proposed resolution has been sent to every eligible Member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution;
 - (c) 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.
- (2) A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

Votes of Members

- 20 Every Member shall have one vote.

- 21 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.

The Governing Body

- 22 (1) A Governor must be a natural person aged 16 years or older.
- (2) No one may be appointed a Governor if he or she would be disqualified from acting under the provisions of article 30.
- (3) A Governor shall also be a Member and a person who is appointed as a Governor must at the same time apply for admission as a Member.
- 23 The number of Governors shall be not less than five and not more than twelve (unless otherwise determined by ordinary resolution).
- 24 A Governor may not appoint an alternate Member or anyone to act on his or her behalf at meetings of the Governing Body.

Powers of Governors

- 25 (1) The Governors 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.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Charity.
- (3) In the case that the Governors shall at any time be reduced in number to less than the minimum number prescribed by these articles (five), it shall be lawful for them to act as Governing Body for the purpose of admitting persons to membership of the Charity, filling up vacancies in the Governing Body or of summoning a general meeting, but not for any other purpose.
- (4) Any meeting of Governors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Governing Body.

Retirement of Governors

- 26 At each annual general meeting one-quarter of the Governors or, if their number is not four or a multiple of four, the number nearest to one quarter must retire from office.
- 27 (1) The Governors to retire by rotation shall be those who have been longest in office since their last appointment. If any Governors became or were appointed Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- (2) If a Governor is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of Governors

- 28 (1) The Governing Body may appoint a person who is willing to act to be a Governor.
- (2) A Governor appointed by a resolution of the Governing Body must retire at the next annual general meeting and must not be taken into account in determining the Governors who are to retire by rotation.
- 29 The appointment of a Governor, whether by the Charity in general meeting or by the other Governors, must not cause the number of Governors to exceed any number fixed as the maximum number of Governors set out in these articles.

Disqualification and removal of Governors

- 30 A Governor shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision in the Companies Act or is prohibited by law from being a director;
 - (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);
 - (3) ceases to be a Member of the Charity;
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (5) resigns as a Governor by notice to the Charity (but only if at least two Governors will remain in office when the notice or registration is to take effect); or
 - (6) is absent without the permission of the Governors from all their meetings held within a period of six consecutive months and the Governors resolve that his or her office be vacated.

Remuneration of Governors

- 31 The Governors must not be paid any remuneration unless it is authorised by article 6 of these articles.

Proceedings of Governors

- 32 (1) The Governors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any Governor may call a meeting of the Governors.

- (3) The secretary (if any) must call a meeting of the Governors if requested to do so by a Governor.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
 - (6) A meeting may be held by suitable electronic means agreed by the Governors in which each participant may communicate with all the other participants.
 - (7) The Governors may invite any person to attend meetings of the Governing Body as an observer and any such person shall have the right to speak at such meeting, but shall have no right to vote.
- 33 (1) No decision may be made by a meeting of the Governors 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 Governors in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be three or the number nearest to one third of the total number of Governors, whichever is the greater, or such larger number as may be decided from time to time by the Governors.
- (3) A Governor shall not be counted in the quorum present when any decision is made about a matter upon which that Governor is not entitled to vote.
- 34 If the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies or of calling a general meeting.
- 35 (1) The Governors shall appoint a Governor to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Governors or if the person appointed is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Governors present may appoint one or their number to chair that meeting.
- (3) The person appointed to chair meetings of the Governors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Governors.
- 36 (1) A resolution in writing or in electronic form agreed by all of the Governors entitled to receive notice of a meeting of the Governors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Governors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Governors has signified their agreement.

Delegation

- 37
- (1) The Governors may delegate any of their powers or functions to a committee of two or more Governors but the terms of any delegation must be recorded in the minute book.
 - (2) The Governors may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Governors.
 - (3) The Governors may revoke or alter a delegation.
 - (4) All acts and proceedings of any committees must be fully and promptly reported to the Governors.

Declaration of Governors' interests

- 38 A Governor must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Governor must absent himself or herself from any discussions of the Governors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests

- 39 If a conflict of interests arises for a Governor because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Governors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and
 - (c) the unconflicted Governors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

Validity of Governors' decisions

40 (1) Subject to article 40(2) all acts done by a meeting of Governors, or of a committee of Governors, shall be valid notwithstanding the participation in any vote of a Governor:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- (d) the vote of that Governor; and
- (e) that Governor being counted in the quorum;

the decision has been made by a majority of the Governors at a quorate meeting.

- (2) Article 40(1) does not permit a Governor or connected person to keep any benefit that may be conferred upon him or her by a resolution of the Governors or of a committee of Governors if, but for article 40(1), the resolution would have been void, or if the Governor has not complied with article 38.

Seal

41 (1) If the Charity has a seal it must only be used by the authority of the Governing Body authorised by the Governing Body. The Governing Body may determine who shall sign any instrument to which the seal is affixed. The seal shall only be affixed to instruments in the presence of and signed by two Governors and by the secretary (if any) or by a third Governor.

- (2) In favour of any purchaser or person bona fide dealing with the Charity such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

Minutes

42 The Governing Body must keep minutes of all:

- (1) appointments of officers;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Governing Body including:
 - (a) the names of the Governors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

43 The Governors 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.

- (1) The Governors must keep accounting records as required by the Companies Acts.
- (2) At least once in every year the accounts of the Charity shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

Annual Report and Return and Register of Charities

- 44 (1) The Governors must comply with the requirements of the Charities Act 1993 with regard to:
- (a) the transmission of the statements of account to the Charity;
 - (b) the preparation of an Annual Report and its transmission to the Commission;
 - (c) the preparation of an Annual Return and its transmission to the Commission.
- (2) The Governors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Means of communication to be used

- 45 (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 Companies Act 2006 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.
- (2) Subject to the articles, any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Governors may also be sent or supplied by the means by which that Governor has asked to be sent or supplied with such notices or documents for the time being.
- 46 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given in electronic form.
- 47 (1) The Charity may give any notice to a Member either:

- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the Member at her or her address; or
 - (c) by leaving it at the address of the Member; or
 - (d) by giving it in electronic form to the Member's address; or
 - (e) 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.
- (2) 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.
- 48 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.
- 49 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) 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 Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity

- 50 (1) The Charity may indemnify any Governor against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a "relevant Governor" means any Governor or former Governor of the Charity.

Rules

- 51 (1) The Governors 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.
- (2) The bye laws may regulate the following matters but are not restricted to them:

- (a) 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;
 - (b) the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) 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 of purposes;
 - (d) the procedure at general meetings and meetings of the Governors in so far as such procedure is not regulated by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
 - (4) The Governors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of Members of the Charity.
 - (5) The rules or bye laws, shall be binding on all Members of the Charity. No rule or by law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Dissolution

- 52 (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 way:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects;
or
 - (d) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the Members of the Charity, the Governors 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:

- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects;
or
 - (c) to any charity or charities for use for particular purposes that fall within
the Objects.
- (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 which is a charity) and if no resolution in accordance with article 52(1) is passed by the Members or the Governors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

Consent of the Commission

- 53 No alteration or addition to Articles 3, 4, 5, 6 or 53 shall be made without the prior consent of the Commission.