

Notice of Change to the Articles of Association (Special Resolution)

CO60

Company Number

5189426

Company Name in Full

PLYMOUTH COLLEGE AND ST DUNSTON'S ABBEY
SCHOOLS CHARITY

At ~~an Annual General~~ [a General] Meeting of the members of
the company duly convened and held

at

the OPM Suite
Plymouth College
Ford Park
Mutton
Plymouth PL4 6RN

on ⁽¹⁾

18 June 2013

Note

⁽¹⁾ Enter the full date,
including year

Advice Notes

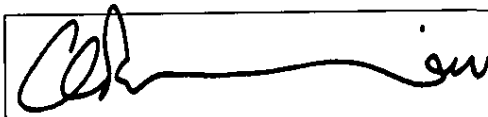
To be filed with the
Registrar of Companies
within 15 days of
passing the resolution

Keep a signed copy
of the resolution on
the company file and
send a further signed
copy to any Auditors
appointed

the following Special Resolution(s) was/were duly passed

THAT the Articles of Association of the company be amended
by deleting ~~in Article~~ the words amending Articles 4(a), 4(b),
4(c), 11(a), 11(c), 18, 23(b), 23(c) and inserting new
Articles 4(e) & 11(f) and replacing
with all references to he with he/she and replacing
all references to Chairman with Chairperson and adopting
~~the existing Article~~ and replacing with the
following Article the attached Articles in substitution +
in the original Articles

Signed



Dated

18.6.13

Chairperson / Company Secretary

A copy of the amended Articles of Association is attached

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

WOLFERSTANS
DX 8206 PLYMOUTH 1
Ref CCM

When you have completed and signed the form please send it with the
attachment to the Registrar of Companies at
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for Companies registered in England and Wales

or
Companies House, Fourth Floor, Edinburgh Quay 2, 139 Fountainbridge,
Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1
for Companies registered in Scotland or LP - 4 Edinburgh 2

or
Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG DX 481 N R. Belfast 1
for Companies registered in Northern Ireland

TUESDAY



A16

A2BAOH3V

25/06/2013

#60

COMPANIES HOUSE

THE COMPANIES ACTS 1985 AND 1989

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

ARTICLES OF ASSOCIATION

OF

PLYMOUTH COLLEGE AND ST DUNSTAN'S SCHOOLS CHARITY

Interpretation

1 In these Articles unless the context otherwise requires

"Act" means the Companies Act 1985;

"Actual Communicant" means a person who has been baptised in the name of the Holy Trinity and who is confirmed or is ready and desirous of being confirmed and who has received Holy Communion in accordance with the rites of Church of England at least three times during the last 12 months, one of those occasions being at Easter,

"Articles" means these Articles of Association as amended from time to time;

"Board of Governors" means the individuals appointed as such under these Articles to have a general control and management of the administration of the Company and the Board of Governors shall also mean the Board of Directors of the Company, and "Governors" shall be construed accordingly (Governor shall also mean a Director of the Company),

"Charities Act" means the Charities Act 1993;

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

"Governors" means the directors of the Company, being the charity trustees thereof;

"Head" means head master or head mistress of the School,

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

"Month" means a calendar month;

"Notice" means notice in writing given personally or sent to the Company at its registered office or by or on behalf of the Company to any other person at his address as it appears in the Register of Members Only those for whom the Registrar of Members shows an address in the United Kingdom shall be entitled to receive notices from the Company Any notice sent by first-class prepaid post shall be deemed to have been served within 24 hours after it was posted;

"Object" means the object of the Company,

"Office" means the registered office of the Company;

"Original Charities" means the charity Plymouth College (registered charity number 306949) and the charity known as St Dunstan's Abbey School (registered charity number 306736) ,

"School" means the school or schools provided and conducted by the Company,

"Secretary" means any individual appointed to perform the duties of the secretary of the Company,

Words in the masculine include the feminine genders and vice versa Words in the singular include the plural and vice versa

Headings, sub-headings, under linings and format lines are for ease of reading and unless they form part of a phrase or sentence do not form part of these Articles

The following rules of interpretation shall also apply:

Modification or Re-enactment

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

Meanings Where There Is No Inconsistency

Except as provided above, words or expressions defined in the Act or the Charities Act (subject to any statutory modification or re-enactment) in force at the date on which these Articles become binding on the Company shall bear the same meanings in these Articles unless inconsistent with the subject or context.

OBJECTS

- 2 The Company is established for the Object and has the powers set out in the Memorandum of Association.

APPOINTMENT OF THE MEMBERS/GOVERNORS

Members, Directors and Governors

- 3(a) The first Members of the Company shall be the subscribers to the Memorandum of Association and their names shall be entered in the Register of Members of the Company
- (b) The first Members shall be Governors They shall be for the purposes of section 97 of the Charities Act the charity trustees of the Company
- (c) Each subsequent Member shall also be appointed as a Governor and the name of each subsequent Member shall be entered in the Register of Members

Board of Governors

- 4(a) The Board of Governors shall consist when complete of not less than 15 and not more than 26 competent individuals FOUR of whom shall be Actual Communicants at the time of appointment and being
- Up to SEVEN nominated Governors ("**Nominated Governors**"), and
 - At least TEN and not more than 19 co-opted Governors ("**Co-opted Governors**").
- (b) The following bodies shall be invited (and if they wish to do so) to NOMINATE the Nominated Governors as follows:

- ONE by the Board of the University of Plymouth,
 - THREE (who must be an Actual Communicants) by the Bishop of Exeter;
 - ONE (who must be an Actual Communicant) by the minister of the St Andrew's Church, Plymouth;
 - ONE by the Flag Officer Sea Training
 - ONE by the University of St Mark and St John
- (c) The Board of Governors shall be entitled to reject the nomination of an individual to be appointed as a Nominated Governor and to request the nomination of two alternative individuals instead, together with such relevant information about those individuals as the Board of Governors may reasonably require. The Board of Governors shall thereupon appoint one of the alternatives as a Nominated Governor. The Board of Governors shall provide reasons for rejecting any nomination. The reasons and/or the process by which such reasons are reached shall be entirely within the sole discretion of the Board of Governors. For the purpose of clarity it is hereby provided that the decision of the Board of Governors shall be final and binding. The Board of Governors shall in exercising their powers of appointment of individuals as Nominated Governors ensure that those persons nominated by the Bishop of Exeter and by the minister of St Andrew's Church are Actual Communicants.
- (d) The Governors shall when appointing Governors endeavour to appoint Actual Communicants to half of the total number of Co-opted Governors and the Nominated Governors together, provided that in the event that there is more than one candidate for the position of Co-opted Governor with equal skills, qualifications and competency, preference should be given to the candidate who is an Actual Communicant, further provided that if there is no suitable candidate or candidates for the position of a Co-opted Governor or Governors who is or are Actual Communicants up to ALL of the Co-opted Governors may be persons who are not Actual Communicants subject to their written acceptance of and support for the promotion of the objects of the Company.
- (e) Each of the NOMINATED Governors of the Bishop of Exeter and the minister of St Andrew's Church Plymouth shall be members of at least one of the committees representing the Plymouth College Trust and St Dunstan's Abbey School Trust
- (f) Co-opted Governors shall be appointed from time to time by resolution of the Board of Governors passed at a duly convened meeting on notice of not less than 14 clear days
- (g) A casual vacancy in the number of Nominated Governors shall be deemed to arise if, without default of the Governors, a nomination of a Governor has not been made within twelve weeks of a written request by the Board of Governors and Articles 4(h) and 9(c) shall apply
- (h) For the avoidance of doubt, once a nomination of an individual to be a Nominated Governor has been approved by the Board of Governors, the Board will appoint that individual to the Board of Governors and the provisions relating to rotation of Governors will apply (See Article 11 below)
- (i) Every Nominated or Co-opted Governor shall be a Member of the Company
- (j) The Board of Governors may appoint any such individual as they in their discretion consider suitable to be a Governor to fill a *casual vacancy* in respect of a Co-opted Governor only or as an additional Governor subject to a maximum number of Governors permitted under these Articles ("**Permitted Governors**") at any one time
- (j) The Company may by SPECIAL RESOLUTION passed in general meeting increase or reduce the number of Governors permitted under these Articles at any one time (but shall not reduce the number of Permitted Governors below 15).

- (k) No teacher at the School or any person employed by the Company shall be a Governor
- (l) A person may be a Governor notwithstanding that he/she is a parent of a pupil of the School whether or not the said pupil is in receipt of a scholarship, bursary or other award or benefit granted in accordance with the provisions of the Memorandum of Association of the Company

Register of Members

- 5 The provisions of Section 352 of the Act (Obligations to keep and enter up register) shall be observed by the Company and every member of the Company shall sign a written consent to become a member (in the form of an application for membership) if required. Membership shall not be transferable.

Application for Membership

- 6(a) No person shall be entitled to act as a Governor whether on the first or on any subsequent entry into office until after signing in the Minutes of the Governors a Declaration of Acceptance and of willingness to act in accordance with the Memorandum of Association and these Articles
- (b) Such declaration shall include an undertaking on the part of each Governor to act as a Trustee, to preserve the confidences of the Company and the School and of all persons connected with them and only to breach any confidence when it is necessary for legal reasons to do so and then only to the extent and by the means necessary to comply with the law
- (c) Each new Governor shall become entitled to the privileges and benefits of membership including but not limited to the right to such information and advice with regard to the activities of the Company as it or any of its officers may reasonably be able to supply.

Cessation of Membership

- 7 A person shall automatically cease to be a Member when he/she ceases to be a Governor.

Remuneration of Governor

- 8 Except as provided for in the Memorandum of Association, the Governors shall not be entitled to receive any remuneration other than travelling, hotel and other expenses properly and reasonably incurred by them in connection with the conduct of the affairs of the Company

Removal of a Governor

- 9(a) Upon giving a SPECIAL NOTICE of 14 days, the Company may by passing an ORDINARY RESOLUTION (and complying with the procedures set out in ss303 and 304 of the Act) remove any Governor before the end of his period of office notwithstanding anything in these Articles or any agreement between the Company and the Governor to the contrary.
- (b) The removal of a Governor shall be without prejudice to and shall not affect any obligation or liability incurred by him or to which he/she was subject prior to his removal.
- (c) Any person appointed to fill a vacancy resulting from the removal of a Governor from office or to any other casual vacancy shall be subject to retirement at the same time as if he/she had become a Governor on the day on which the Governor in whose place he/she is appointed was last elected a Governor

Disqualification of Governors

10. A Governor shall be automatically deemed to have been removed and vacated his office
- (a) Upon ceasing to be a Member of the Company
 - (b) Subject to Article 11(b) below, the end of the term of office during which he/she attains the age of 75 years.
 - (c) Upon dying or becoming incapable of managing his affairs.
 - (d) Upon being declared bankrupt or making any composition or arrangement with his creditors
 - (e) Upon resignation (provided that there are not less than TWO Governors remaining) in writing, such notice may not be withdrawn without the written consent of the Board of Governors
 - (f) Upon removal from office, by ORDINARY RESOLUTION of the Company in accordance with the preceding Article
 - (g) Upon failure to declare the nature of any direct or indirect interest in Company business as required by the Act
 - (h) Upon being disqualified under Section 72 of the Charities Act or ceasing to hold office by virtue of any provisions of the Act.
 - (i) Upon being absent from meetings of the Governors for a continuous period in excess of twelve months

Rotation and Re-Appointment of Governors

- 11(a) he/she Governors shall offer themselves for re-election after a period of FOUR years from appointment
- (b) Subject to Article 11(c) below, a Governor who has reached the age of 75 shall retire at the next Annual General Meeting.
- (c) ONE-QUARTER of those Governors who have served for a period of FOUR years or more or the nearest whole number to one-quarter of the Nominated Governors and Co-opted Governors shall retire from office at the first Annual General Meeting and at each subsequent Annual General Meeting. For the avoidance of doubt, any Governor retiring pursuant to Article 11(b) above shall be counted in this number.
- (d) The retiring Governors shall be those longest in the office since their last election or appointment
- (e) In the absence of an agreement, those of equal seniority shall be selected by lot
- (f) A Nominated Governor or Co-opted Governor who retires at an Annual General Meeting (whether by rotation or otherwise) may, if willing to act, be re-appointed. If he/she is not re-appointed, he/she shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

THE POWERS OF THE BOARD OF GOVERNORS

The General Powers of the Board of Governors

- 12(a) The business of the Company shall be managed by the Board of Governors who may exercise all the powers of the Company except those which by these Articles or by the Act are required to be exercised only in General Meeting
- (b) The Board of Governors shall prescribe a SCHEME OF MANAGEMENT for the management of the Company and/or the School in terms consistent with these Articles provided that
- (i) it shall be obligatory to notify the parents, guardian or person liable to maintain, or having the actual custody of any pupil attending the School of their right to claim by written notice to the Head the exemption of such pupil from attending prayer, or religious worship, or from any lesson or series of lessons on a religious subject and such pupil shall be exempted accordingly;
 - (ii) the Scheme of Management shall be in the terms set forth in the Schedule to these Articles or in such other terms as shall be approved from time to time by the Charity Commission
 - (iii) no amendment to this Article shall be valid without the prior written approval of the Charity Commission.
- (c) Subject to any specific conditions attached to funds held for the specific purpose of such making such awards the Governors shall be entitled to make rules as to the award of bursaries, scholarships, allowances, leaving exhibitions and prizes, including rules as to their value, the method of selection of candidates and, where appropriate, the period for which the award is made and its discontinuance in the event of a holder failing to comply with the terms or intentions of the award.
- (d) Any alteration in these Articles must be made by a SPECIAL RESOLUTION of the Members in General Meeting (provided that, where applicable, the appropriate consent of the Charity Commission has been obtained)
- (e) The Board of Governors may pay all such initial expenses of the promotion, formation, establishment and registration of the Company as they think fit.
- (f) The Board of Governors may act even though there is a vacancy in their body provided that if there are fewer than 15 Governors they may act as the Board of Governors only to
- Appoint Governors; and/or
 - Call a members meeting.
- (g) The Board of Governors shall delegate matters relating exclusively to either of the Original Charities to the appropriate committee created in accordance with the powers set forth in the Appendix to the Memorandum Subject thereto, the Board of Governors may delegate any of their powers to committees consisting of at least TWO Governors and other such persons as they think fit. The Governors shall indicate in writing to such a committee the extent and nature of the powers so delegated
- (h) Such committees shall conform to any regulations imposed by the Board of Governors.
- (i) The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Governors so far as applicable unless superseded by any subsequent decisions of or regulations made by the Board of Governors

- (j) Any committee so formed shall report all acts and proceedings to the Board of Governors as soon as is reasonably practicable
- 13 The Board of Governors may exercise all the powers of the Company not reserved by the Act or these Articles to the Members in General Meeting.

EMPLOYMENT

- 14. In respect of the School and/or the Company, the Board of Governors shall:
 - (a) employ a Head to carry on the day to day work of the School comprised within the Company from time to time and to manage the Company's property or any part thereof subject always to the control and supervision of the Board of Governors;
 - (b) give preference to the appointment of a Head who is an Actual Communicant provided it is lawful to require any person to satisfy this condition. The Head will maintain and develop the School in a way that enhances the Christian ethos,
 - (c) employ a bursar and deputy head or deputy heads upon such terms as the Board of Governors thinks fit;
 - (d) employ such other teaching staff and non teaching staff as and upon such terms as the Board of Governors thinks fit,
 - (e) appoint a priest of the Church of England who holds the Bishop's licence, to act as a full time or part time Chaplain of the School and who shall enter into a service agreement upon such terms as the Board of Governors shall think fit;
 - (f) decide to fix salaries of, and to enter into any service agreements with, any current or future employee of the Company as they shall consider necessary or desirable, and
 - (g) subject to the provisions of employment law, to terminate the employment of any person upon such terms as the Board of Governors shall think fit.

MEETINGS

- 15. All meetings of the company are either Members meetings or Governors meetings

ANNUAL GENERAL MEETING

Articles Applicable

- 16. The Annual General Meeting is a Members meeting and Articles 15 to 21 and Articles 25 to 34 shall apply to each Annual General Meeting

Timing

- 17. The Company shall hold a general meeting of members ("**General Meeting**") once in every year as its Annual General Meeting in addition to any other meeting in that year, at such time and place as may be determined by the Governors and shall specify the meeting as such in the notice calling it Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next. Provided that the Company holds its first Annual General Meeting within 18 months after its incorporation, it need not hold it in the year of its incorporation or in the following year.

Convening an Annual General Meeting

- 18 The Annual General Meeting shall be convened by the Secretary who shall send at least 21 clear days notice in writing of the meeting by first class post OR by e mail OR delivered by hand to each Governor and all persons (including the Auditors) entitled to receive notice of it. With the consent of all Governors a meeting may be convened by such notice as the Governors think fit.

Contents of Notice

19. The notice shall state the date, time and place of the meeting and the general nature of the business to be conducted

Omission to Give Notice

20. The accidental omission to give notice or the non-receipt of notice by any person entitled to receive it shall not invalidate any resolution or proceeding of the meeting

Business at Annual General Meeting

- 21 The business of the Annual General Meeting shall include:
- (a) Consideration of the accounts and any documents annexed to them
 - (b) Consideration of the reports of the Board of Governors and of the Auditors
 - (c) The election of Governors in place of those retiring and confirmation of new appointments.
 - (d) The appointment of the auditors and the fixing of their remuneration.

Resolutions on these matters (where required) shall be by a SIMPLE MAJORITY of those attending and entitled to vote

EXTRAORDINARY GENERAL MEETINGS

- 22 All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.

Convening an Extraordinary General Meeting

23. An Extraordinary General Meeting
- (a) may be convened whenever the Board of Governors sees fit, or
 - (b) shall be convened by the Chairperson of the Board of Governors or any five Members make a written requisition which must be left at the Office, stating the object of the proposed meeting,
 - (c) At least 14 clear days notice in writing must be given of the meeting by FIRST CLASS post OR by e mail OR by hand to each Member and all persons (including the Auditors) entitled to receive notice of it If a SPECIAL RESOLUTION is to be considered at such meeting, the notice period shall be at least 21 clear days

MEETINGS OF THE BOARD OF GOVERNORS

Generally

- 24(a) The Secretary upon the request of a Governor at any time shall by notice in writing served upon the Governors call a meeting of the Board of Governors.
- (b) Any Governor who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Board of Governors
- (c) A Governor shall not be entitled to vote in respect of any matter in which he/she is interested and shall not be counted in the quorum at any meeting at which such matter is considered.
- (d) A quorate meeting of the Board of Governors shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Governors generally

ALL MEETINGS

Rules about Quorum

- 25(a) TEN Governors (in respect of a meeting of the Board of Governors) or TEN Members (in respect of General Meetings) shall constitute a quorum. A Governor shall not be counted in the quorum on any matter on which he/she is not entitled to vote.
- (b) No business shall be transacted at any meeting unless a quorum is present
- (c) If a quorum is not present within half an hour for the time appointed for a meeting to start -
 - A meeting of the Board of Governors convened on the requisition of any of the Governors shall be dissolved
 - Any other meeting shall be adjourned to such other time date and place not less than SEVEN days and not more than 28 days thence as the Chairperson shall appoint
 - If the adjourned meeting is inquorate half an hour after the time appointed for it to start, the Members present shall constitute a quorum

The Chairperson of a Meeting

- 26 The Chairperson of a meeting shall be:
 - (a) the Chairperson of the Board of Governors; or
 - (b) if he/she is not present within TEN minutes after the time appointed for the meeting to start or is unwilling to preside or has an interest in a matter to be decided, the Vice Chairperson of the Board of Governors; or
 - (c) if he/she also is not present within TEN minutes after the time appointed for it to start or is unwilling to preside or has an interest in a matter to be decided, a Governor chosen by the Governors present to chair the meeting.

Adjournment of a Meeting

- 27(a) The Chairperson of a meeting may, with the consent of the meeting, or when so directed by a quorate meeting, adjourn the meeting to such other time and place within the next 14 days as the Chairperson thinks fit

(Note: Adjournment of an inquorate meeting is regulated by Article 25)

- . . .
- (b) No business shall be transacted at an adjourned meeting except business which could have been transacted if that meeting had taken place
 - (c) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting save that Governors shall not be entitled to notice of the business to be transacted at an adjourned meeting
 - (d) If a meeting is adjourned for less than 14 days, Governors shall not be entitled to notice of the adjourned meeting or the business to be transacted at it

Votes of Governors or Members

- 28(a) At any meeting every Governor or Member (whichever is relevant) present in person and entitled to vote shall have one vote.
- (b) No Governor or Member (whichever is relevant) shall be entitled to vote on any question at a meeting unless his membership is duly registered
- (c) Votes may be given on a poll or a show of hands

Resolutions at a Meeting

- 29(a) Resolutions put to the vote of a Meeting shall be decided
 - on a show of hands; or
 - on a poll if demanded by two Governors or Members (whichever is relevant).
- (b) If a poll is not demanded the Chairperson's declaration that a resolution has or has not been carried unanimously or by a particular majority is binding. An entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of all against that resolution

(Note Written resolutions are regulated by Article 31)

Poll

- 30(a) When a poll is demanded as described in Article 28, it shall be taken at such time and place in such a manner as the Chairperson of the meeting shall direct. The result of the poll shall be deemed to be a resolution of the meeting.
- (b) The demand for a poll may be withdrawn
- (c) No poll shall be demanded on the election of a Chairperson or the election of a Chairperson of a meeting or on any question of an adjournment
- (d) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded

Chairman's Second or Casting Vote

- 31. The Chairperson of the meeting shall be entitled to a second or casting vote in the case of an equality of votes, whether on a show of hands or on a poll.

Written Resolutions

- 32(a) A resolution in writing signed by all of the Governors or Members (whichever is relevant) for the time being entitled to receive notice of and attend and vote at meetings shall for the purpose of these Articles be as effective as if the same had been passed at a meeting of the Company duly convened and held.
- (b) Such a resolution may consist of several documents in like form, each signed by one or more persons but a resolution so signed shall not be effective to do anything for which the Act requires SPECIAL NOTICE (resolutions to remove a director under s.303 of the Act or an auditor under s.391 of the Act).

Acts of the Governors

- 34 All bona fide acts done by the Governors or the Board of Governors at any meeting shall be valid even if it is discovered afterwards that there was some defect in the appointment or continuance in office of any Governor or other irregularity.

Minutes

- 35 The Governors shall cause proper minutes to be made of:
- (a) all appointments of officers,
- (b) proceedings of all meetings of the Company and the Board of Governors and its sub-committees, and
- (c) all business transacted at such meetings.

Such minutes if purporting to be signed by the Chairperson of such meeting or the Chairperson of the next succeeding meeting shall be sufficient evidence of the facts stated therein

THE CHAIRPERSON OF THE BOARD OF GOVERNORS

Appointment and Removal

- 36 The Chairperson of the Board of Governors shall be the person appointed by a simple majority by the Board of Governors to serve as Chairperson for a minimum of TWO years and for no more than EIGHT years. The Chairperson may be removed as Chairperson by the Board of Governors at any time by a simple majority of the Board of Governors. The Chairperson shall hold office either for up to EIGHT years (provided that his appointment is renewed) or until his resignation or his ceasing to be a Governor (whichever shall first occur)

Powers and Responsibilities of the Chairperson

37. The Chairperson shall have all the powers and responsibilities of the Chairperson as set out in these Articles including the right (unless disqualified by reason of a personal interest) to chair each Meeting of the Company and each meeting of the Board of Governors and the right to a second and casting vote in any case of equality of votes at every such meeting. The expression "Chairperson" includes the person who is at any time entitled to exercise the powers of the Chairperson.

THE VICE-CHAIRPERSON

Appointment and Removal

38. The Vice-Chairperson of the Board of Governors shall be the person appointed by a simple majority of the Board of Governors to serve as Vice-Chairperson. The Vice-Chairperson may be removed from that office by the Board of Governors at any time by a simple majority of the Board of Governors.

The Vice-Chairperson shall hold office for a minimum of TWO years and either for up to EIGHT years (provided that his appointment is renewed) or until his resignation or his ceasing to be a Vice-Chairperson (whichever shall first occur). No Vice-Chairperson shall be appointed as a matter of right or course to the position of Chairperson.

- 38a) The transition from Vice Chairperson to Chairperson should not be automatic and their terms should not be co-terminous.

SECRETARY

Appointment and Remuneration

39. The Board of Governors shall appoint and remove the Secretary. The Secretary shall not be a Governor. The Secretary shall be appointed for such time and paid such reasonable remuneration as the Board of Governors think fit. The Secretary shall attend Board of Governors meetings. The Secretary at the date of the adoption of these Articles shall be Colonel (Retired) Gordon H Mills.

Absence of The Secretary

40. An assistant or deputy Secretary may be appointed by the Governors to act in place of the Secretary in his/her absence.

REPRESENTATIVES

Appointment of Representatives

41. The Board of Governors may from time to time appoint such person or persons who they, in their absolute discretion, see fit to represent the School, including any number of patrons.

ACCOUNTS

Accounting Records

- 42(a) Accounting records shall be kept by the Governors in accordance with the Act and with Part VI of the Charities Act and any Statement of Recommended Practice in force from time to time, at the Office or such other place or places as the Governors think fit.
- (b) The accounting records shall be open to inspection by the Governors at all reasonable times.
- (c) The Governors shall cause the accounts and all annual statements and reports to be laid before the Company in accordance with the Charities Act and the Act.
- (d) A copy of every annual statement of accounts, auditor's reports and report of the Board of Governors which is to be laid before the Company at General Meeting shall be sent to every Governor and every holder of debentures of the Company at least 14 days before the meeting.

AUDIT

Appointment of Auditors

- 43(a) At least once in every year of the Company accounts shall be independently examined by one or more properly qualified auditor or auditors as defined by the Act.
- (b) Auditors shall be appointed by the Governors at the Annual General Meeting and their duties regulated in accordance with the Act

ANNUAL REPORT

- 44 The Governors shall comply with their obligations under the Charities Act (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual report and its transmission to the Commissioners

ANNUAL RETURN

- 45 The Governors shall comply with their obligations under the Charities Act with regard to the preparation of an annual return and its transmission to the Commissioners.

INVESTMENT MANAGERS

Appointment of Investment Managers

- 46 The Board of Governors may appoint as the investment manager for the Company any person whom they are satisfied after enquiry is a proper and competent person to act in that capacity and who is either
- (a) an individual or repute with at least TEN years experience of investment management and who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or
- (b) a company or firm of repute which is an authorised or exempted person within the meaning of the Financial Services and Markets Act 2000

Powers of Investment Managers

47. The Board of Governors may delegate to investment managers so appointed at the discretion of the Board of Governors the power to buy and sell investments for the Company on behalf of the Board of Governors in accordance with the investment policy laid down by the Board of Governors. The Board of Governors may do so only on terms consistent with the Articles

Delegation by the Board of Governors

- 48 When the Board of Governors makes any delegation under these Articles it shall
- (a) inform the investment manager in writing of the extent of the Company's investment powers.
- (b) lay down a detailed investment policy for the Company and immediately inform the investment manager in writing of it and of any changes to it;
- (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager.
- (d) ensure that it is kept informed and review on a regular basis the performance of the investment portfolio managed by the investment manager under his delegated authority,

- (e) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority, and
- (f) review the appointment at such intervals not exceeding TWELVE months as it thinks fit

Terms of Delegation

49. Any delegation by the Board of Governors under these Articles shall be on the terms that
- (a) the investment manager shall comply with the terms of his delegated authority,
 - (b) the investment manager shall not do anything which the Board of Governors do not have the power to do;
 - (c) the Board of Governors may on reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of these Articles; and
 - (d) the investment manager shall report in the manner directed by the Board of Governors all sales and purchases of investments made on its behalf

Nominee

- 50 The Board of Governors may make such arrangements as they think fit for any investments by the Company of income from those investments to be held by a corporate body as the nominee of the Board of Governors. The nominee should act under the instructions of the Board of Governors or of the investments managers appointed by them. The Board of Governors may pay reasonable and proper remuneration to any corporate body acting as the Board of Governors' nominee in pursuance of this clause.

INDEMNITY

Indemnity of Officers

- 51 Subject to the provisions of the Act and the Charities Act every Governor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution or the discharge of his duties.

Insurance

52. The Board of Governors shall have the power and authority to purchase and maintain for any Governor such insurance as is permitted by the provisions of the Memorandum and Association of the Company

DISSOLUTION

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- 53 Clause 10 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles
54. No amendment to this Article and no amendment to Article 12(b) shall be valid without the prior written approval of the Charity Commission

Signature of Subscriber M J O Willacy

Name in full Michael James Ormerod Willacy

Address: 2 Erme Park, Ermington, Ivybridge, PL21I 9LY

Occupation Management Consultant

Date 13 July 2004

Witness G T N Wilkinson

Name in full G T N Wilkinson

Address Princess Court 23 Princess Street Plymouth
Solicitor

Signature of Subscriber Robert Hicks

Name in full Robert Hicks

Address Burndoo Luckett Callington Cornwall PL17 8NH

Occupation: Retired

Date: 13 July 2004

Witness: G H Mills

Name in full: Col (Retd) G H Mills

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