

Company Number: 00004466
Charity Number: 526682

SPECIAL RESOLUTION

-OF-

THE LIVERPOOL COLLEGE FOUNDATION ("the Foundation")

The following resolution was passed as a special resolution at the Annual General Meeting of the Foundation held at The Regent Club, Liverpool L3 9AG on 18th January 2018.

SPECIAL RESOLUTION

That the Articles of Association of the Foundation be altered so as to take the form of the Articles of Association attached hereto, in substitution for, and to the exclusion of, any articles of association of the Foundation previously registered with the Registrar of Companies.

SIGNED: _____

PRINT NAME: _____

DATE: _____

[Signature]

J N SWIFT - Co. Secretary

20th April 2018

5697584.1



**Companies Act 2006
Company limited by guarantee**

**MEMORANDUM AND ARTICLES
OF ASSOCIATION
-OF-
THE LIVERPOOL COLLEGE FOUNDATION**

**Date of Incorporation: 2 July 1869
Company Number: 00004466
Charity Number: 526682**

**Brabners LLP
Horton House
Exchange Flags
Liverpool
L2 3YL
(Ref. GDH.)**

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**Companies Act 2006
Company limited by guarantee**

MEMORANDUM OF ASSOCIATION

-OF-

THE LIVERPOOL COLLEGE FOUNDATION

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

Name of each subscriber

Authentication by subscriber

Companies Act 2006
Company limited by guarantee

ARTICLES OF ASSOCIATION

-OF-

THE LIVERPOOL COLLEGE FOUNDATION

1. Name

The name of the company is The Liverpool College Foundation ("the Foundation").

2. Registered office

The registered office of the Foundation is to be in England and Wales.

3. The Objects

- 3.1 The objects of the Charity are to provide for the inhabitants of Liverpool, and others, by the establishment and maintenance of Lectures, Schools, and other like means, an Education suited to their wants upon the most moderate terms; and at the same time to maintain indissolubly the connection between sound Religion and useful Learning, and for this purpose instruction in the doctrines and duties of Christianity, as taught by the Church of England, shall for ever be communicated, in combination with literary, scientific, and commercial information.

Provided nevertheless that no pupil shall be required as a condition of being admitted or remaining as a pupil, to attend or abstain from attending any Sunday School, place of religious worship, religious observance, or instruction in religious subjects in any School of the College or elsewhere; and that the time for religious worship or for any lesson on a religious subject shall be conveniently arranged for the purpose of allowing the withdrawal of any scholar therefrom, and that regulations may be made by the Board of Trustees of the College for the time being providing that in any one or more Schools of the College religious instruction distinctive of any particular denomination shall not be given to any pupil except upon the written request of the parent or guardian of such pupil.

- 3.2 This provision may be amended by special resolution but only with the prior written consent of the Commission.

4. Powers

The Foundation has the following powers, which may be exercised only in promoting the Objects:

- 4.1 to promote or carry out research;
- 4.2 to provide advice;
- 4.3 to publish or distribute information;
- 4.4 to co-operate with other bodies;

- 4.5 to support, administer or set up other charities;
- 4.6 to nominate and / or appoint officers of other organisations, where required or permitted to do so by the governing document of such organisations;
- 4.7 to raise funds (but not by means of taxable trading);
- 4.8 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Acts);
- 4.9 to acquire or hire property of any kind;
- 4.10 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Acts);
- 4.11 to make grants or loans of money and to give guarantees;
- 4.12 to set aside funds for special purposes or as reserves against future expenditure;
- 4.13 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification),
- 4.14 to delegate the management of investments to a financial expert, but only on terms that:
 - 4.14.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 4.14.2 every transaction is reported promptly to the Trustees;
 - 4.14.3 the performance of the investments is reviewed regularly with the Trustees;
 - 4.14.4 the Trustees are entitled to cancel the delegation arrangement at any time,
 - 4.14.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 4.14.6 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 Trustees on receipt;
 - 4.14.7 the financial expert must not do anything outside the powers of the Trustees.
- 4.15 to arrange for investments or other property of the Foundation to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.16 to insure the property of the Foundation against any foreseeable risk and take out other insurance policies to protect the Foundation when required,
- 4.17 to insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 4.18 subject to Article 8, to employ paid or unpaid agents, staff or advisers;

- 4.19 to enter into contracts to provide services to or on behalf of other bodies,
- 4.20 to give such undertakings and indemnities with such security as may be necessary in connection therewith to confirm fulfilment of any conditions relating to the application by the Foundation of monies received by the Foundation;
- 4.21 to maintain and manage or arrange for the maintenance and management of the property, buildings, structures, facilities and other premises as may from time to time be owned or occupied by or for the purpose of the Foundation;
- 4.22 to establish subsidiary companies to assist or act as agents for the Foundation;
- 4.23 to do anything else within the law which promotes or helps to promote the Objects.

5. The Trustees

- 5 1 There shall be a Board of Trustees consisting of "Trustees" and who as charity trustees shall have control of the Foundation and its property and funds.
- 5 2 The Board of Trustees when complete must consist of at least three Foundation Members and shall not be subject to any maximum.
- 5.3 Every Trustee must sign an acceptance of willingness to act as a Trustee of the Foundation in such form as may be prescribed from time to time by the Board of Trustees before he or she is eligible to vote at any meeting of the Board of Trustees.
- 5 4 One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 5.5 The term of office of a Trustee shall automatically determine if he or she:
 - 5.5.1 is disqualified under the Charities Acts from acting as a charity trustee;
 - 5.5.2 is incapable, whether mentally or physically, of managing his or her own affairs;
 - 5.5.3 is absent from three consecutive meetings of the Board of Trustees without special permission of the Board of Trustees;
 - 5.5.4 ceases to be a Foundation Member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming Foundation Membership of the Foundation before the next AGM),
 - 5 5.5 resigns by written notice to the Clerk to the Trustees (but only if at least three Trustees will remain in office);
 - 5 5.6 is removed by resolution passed by at least two-thirds of the Foundation Members present and voting at a General Meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.
- 5.6 The Board of Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.

- 5.7 A technical defect in the appointment of a Trustee of which the Board of Trustees are unaware at the time does not invalidate decisions taken at a meeting.

6. Proceedings of Trustees

- 6.1 The Board of Trustees must hold at least six meetings each year.
- 6.2 A quorum at a meeting of the Board of Trustees is two or one third of the total number of Trustees, whichever is the greater.
- 6.3 A meeting of the Board of Trustees may be held either in person or by suitable electronic means agreed by the Board of Trustees in which all participants may communicate with all the other participants.
- 6.4 The Chairman or (if the Chairman is unable or unwilling to do so) the Deputy Chairman or (if the Deputy Chairman is unable or unwilling to do so) some other Trustee chosen by Trustees present presides at each meeting.
- 6.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 6.6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 6.7 A procedural defect of which the Board of Trustees are unaware at the time does not invalidate decisions taken at a meeting.

7. Powers of the Board of Trustees

The Trustees shall have the following powers in the administration of the Foundation:

- 7.1 To appoint a Clerk to the Trustees and a Secretary of the Foundation (who for the avoidance of doubt may be different people);
- 7.2 to establish (and amend, replace or revoke) an Instrument of Governance for the delegation of the operation and conduct of a School or Schools established by the Foundation;
- 7.3 to direct the affairs of the School or Schools in accordance with the Memorandum of Association, the Articles and the Instrument of Governance;
- 7.4 to appoint and remove the Principal or the Head or Heads of any School established by it and to appoint and remove any suitable and competent individual as Bursar (unless any such School is established as a separate entity and not operated directly by the Foundation);
- 7.5 to appoint a Chairman, Deputy Chairman and other honorary officers (except for the Treasurer or Treasurers who shall be elected by the Foundation Members in accordance with Article 12.8.6 and the President and Vice President appointed by the Foundation Members in accordance with Article 12.8.8) from among their number provided always that any person appointed as the Chairman, Deputy Chairman (or any other such honorary officer) or Treasurer shall not hold office for longer than two consecutive three-year terms;

- 7.6 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Board of Trustees);
- 7.7 to make Standing Orders consistent with the Memorandum, the Articles and the Act to govern proceedings at General Meetings;
- 7.8 to make Rules consistent with the Memorandum, the Articles and the Act to govern proceedings at their meetings and at meetings of committees;
- 7.9 to make Regulations consistent with the Memorandum, the Articles and the Act to govern the administration of the Foundation and the use of its seal (if any);
- 7.10 to establish procedures to assist the resolution of disputes within the Foundation;
- 7.11 to exercise any powers of the Foundation which are not reserved to a General Meeting

8. Benefits to Members and Trustees

- 8.1 The property and funds of the Foundation must be used only for promoting the Objects and do not belong to the Foundation Members of the Foundation but.
 - 8.1.1 Foundation Members who are not Trustees may be employed by or enter into contracts with the Foundation and receive reasonable payment for goods or services supplied;
 - 8.1.2 Foundation Members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Foundation;
 - 8.1.3 individual Foundation Members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity.
- 8.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Foundation except:
 - 8.2.1 as mentioned in clauses 4.17 or 8.1.2;
 - 8.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Foundation,
 - 8.2.3 an indemnity in respect of any liabilities properly incurred in running the Foundation (including the costs of a successful defence to criminal proceedings);
 - 8.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding;
 - 8.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 8.3 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
 - 8.3.1 declare an interest at or before discussion begins on the matter;

- 8.3.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- 8.3.3 not be counted in the quorum for that part of the meeting;
- 8.3.4 withdraw during the vote and have no vote on the matter.

8.4 This Article may not be amended without the prior written consent of the Commission

9. Records and Accounts

9.1 The Trustees must comply with the requirements of the Act and of the Charities Acts as to keeping financial records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- 9.1.1 annual reports;
- 9.1.2 annual returns,
- 9.1.3 annual statements of account.

9.2 The Trustees must keep proper records of:

- 9.2.1 all proceedings at General Meetings;
- 9.2.2 all proceedings at meetings of the Board of Trustees;
- 9.2.3 all reports of committees; and
- 9.2.4 all professional advice obtained.

9.3 Accounting records relating to the Foundation must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Foundation Members who are not Trustees if the Board of Trustees so decides having taken into account any representations made to it by any Foundation Member

9.4 A copy of the Foundation's annual accounts most recently audited under the Act must be supplied on request to any Trustee or Foundation Member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months.

10. The Visitor

The Visitor shall be the Bishop of the Diocese for the time being, who shall have full power at all times to inspect any School of the Foundation, and to enquire into the nature of the religious instruction carried on, and suggest to the Board of Trustees any improvement in it.

11. Membership

11.1 Members shall be called in all proceedings of the Foundation "Foundation Members".

11.2 The Foundation must maintain a Register of Members.

11.3 Foundation Membership of the Foundation shall be open to such individuals as may qualify in accordance with any policy for admission of Foundation Members made by the Board of Trustees

11.4 No individual shall be admitted into Foundation Membership unless a signed application for Foundation Membership as stipulated by the Board of Trustees shall

have been delivered to the Clerk to the Trustees. Such application shall contain an agreement by the prospective Foundation Member to be bound by the provisions of the Memorandum and Articles of the Charity and such other requirements as the Board of Trustees may stipulate Provided always that the Board of Trustees shall have full and absolute power and authority to refuse any application for Foundation Membership without being bound to give any reason for such refusal.

11.5 On admission by the Board of Trustees of any individual to Foundation Membership the name of the Foundation Member and such other details as the Board of Trustees may direct shall be entered upon the Register of Members.

11.6 Foundation Membership is terminated if the Foundation Member concerned:

11.6.1 gives written notice of resignation to the Foundation,

11.6.2 dies;

11.6.3 is removed from Foundation Membership by resolution of the Board of Trustees on the ground that in their reasonable opinion the Foundation Member's continued Foundation Membership is harmful to the Foundation (but only after notifying the Foundation Member in writing and considering the matter in the light of any written representations which the Foundation Member concerned puts forward within 14 clear days after receiving notice). Any Foundation Member whose Foundation Membership is terminated under this Article 11.6.3 shall have the right of appeal to an Internal Review Panel comprising Foundation Members selected by the Trustees who are not on the Board of Trustees. Any such appeal must be made to the Board of Trustees in writing within five working days of the termination of Foundation Membership. The Internal Review Panel shall take into account any views submitted to it by any Foundation Member.

11.7 Every Foundation Member shall be entitled to such privileges as the Foundation shall in General Meeting determine.

11.8 Foundation Membership of the Foundation is not transferable.

11.9 The Board of Trustees may, if it sees fit, create a category of Associate Membership with such rights and obligations as the Board of Trustees may prescribe but Associate Members shall not have the right to vote at the AGM or other General Meetings.

12. General Meetings

12.1 Foundation Members are entitled to attend General Meetings. General Meetings are called on at least clear 21 days written notice specifying the business to be discussed.

12.2 There is a quorum at a General Meeting if the number of Foundation Members or authorised nominees personally present is at least five (or one-fifth of the Foundation Members if greater).

12.3 The President or (if the President is unable or unwilling to do so) the Vice President (if any) or (if the Vice President (if any) is unable or unwilling to do so) some other Foundation Member elected by those present presides at a General Meeting.

12.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.

- 12.5 Except for the chairman of the meeting, who has a second or casting vote, every Foundation Member present in person or through an authorised representative has one vote on each issue.
- 12.6 A written resolution signed by all those entitled to vote at a General Meeting is as valid as a resolution actually passed at a General Meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 12.7 The Foundation must hold an AGM in every year which all Foundation Members are entitled to attend.
- 12.8 At an AGM the Foundation Members:
- 12.8.1 receive the accounts of the Foundation for the previous financial year;
 - 12.8.2 receive the report of the Board of Trustees on the work of the Foundation since the previous AGM;
 - 12.8.3 receive a report on the activities of Liverpool College Independent School Trust (company number 08565932) ("the Academy") from the governors of the Academy but only where such a report is available and has been provided by the governors of the Academy;
 - 12.8.4 receive a report on the activities of any School established by the Foundation whether operated directly by the Foundation or as a separate entity;
 - 12.8.5 accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
 - 12.8.6 elect Trustees to fill the vacancies arising;
 - 12.8.7 elect one or more Treasurers who shall be ex officio Trustees;
 - 12.8.8 appoint auditors or independent examiners of the Accounts for the Foundation;
 - 12.8.9 confer upon any individual (taking into account any recommendations made by the Trustees) the honorary titles of President and Vice President. The President and Vice President appointed by the Foundation Members shall hold such titles until the end of the next AGM;
 - 12.8.10 discuss and determine any issues of policy or deal with any other business put before them.
- 12.9 A general meeting may be called at any time by the Clerk to the Trustees on behalf of the Board of Trustees and must be called within 28 days on a written request from at least five Foundation Members.

13. Limited Liability

The liability of Foundation Members is limited

14. Guarantee

Every Foundation Member promises, if the Foundation is dissolved while he, she or it remains a Foundation Member or within 12 months afterwards, to pay up to £5

towards the costs of dissolution and the liabilities incurred by the Foundation while the contributor was a Foundation Member.

15. Communications

15.1 Notices and other documents to be served on Foundation Members or Trustees under the Articles or the Act may be served:

15.1.1 by hand,

15.1.2 by post,

15.1.3 by suitable electronic means.

15.2 The only address at which a Foundation Member is entitled to receive notices sent by post is an address in the UK shown in the Register of Members.

15.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

15.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

15.3.2 two clear days after being sent by first class post to that address;

15.3.3 three clear days after being sent by second class or overseas post to that address;

15.3.4 immediately on being handed to the recipient personally, or, if earlier,

15.3.5 as soon as the recipient acknowledges actual receipt.

15.4 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

16. Dissolution

16.1 If the Foundation is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

16.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

16.1.2 directly for the Objects or charitable purposes within or similar to the Objects;

16.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

16.2 A final report and statement of account must be sent to the Commission

17. Interpretation

17.1 The Articles are to be interpreted without reference to the model articles under the Act, which do not apply to the Foundation.

17.2 In the Articles, unless the context indicates another meaning.

'the Act' means the Companies Acts 1985 to 2006;

'AGM' means an annual general meeting of the Foundation;

'the Articles' means the Foundation's Articles of Association and 'Article' refers to a particular Article;

'authorised nominee' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Foundation and whose name is given to the Secretary;

'Board of Trustees' means the board of directors;

'Chairman' means the chairman of the Trustees;

'the Charities Acts' means the Charities Acts 1992 to 2016;

'charity trustee' has the meaning prescribed by the Charities Act;

'clear day' does not include the day on which notice is given or the day of the meeting or other event;

'Clerk to the Trustees' means the individual appointed as such in accordance with Article 7.3 who shall act as clerk to the Board of Trustees and Secretary of the Charity,

'the Commission' means the Charity Commission for England and Wales or any body which replaces it,

'Deputy Chairman' means the deputy chairman of the Trustees;

'electronic means' refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

'financial expert' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

'financial year' means the Foundation's financial year;

'the Foundation' means the company governed by the Articles;

'Foundation Member' and 'Foundation Membership' refer to company membership of the Foundation;

'material benefit' means a benefit, direct or indirect, which may not be financial but has a monetary value;

'month' means calendar month;

'the Objects' means the Objects of the Charity as defined in Article 3;

'President' means the individual appointed by the Foundation Members as President of the Foundation;

'Resolution in writing' means a written resolution of the Trustees;

'Secretary' means a company secretary;

'taxable trading' means carrying on a trade or business in such manner or on such scale that some or all of the profits are subject to corporation tax;

'Trustee' means a director of the Foundation and 'Trustees' means the directors;

'Vice President' means the individual appointed by the Foundation Members as President of the Foundation;

'written' or 'in writing' refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper,

'written resolution' refers to an ordinary or a special resolution which is in writing;

'year' means calendar year.

17.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

17.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.