

EDGBASTON HIGH SCHOOL FOR GIRLS ("the Company")

Company Number: 00010631

SPECIAL RESOLUTION

At a general meeting of the Company, duly convened and held at Westbourne Road, Edgbaston, Birmingham B15 3TS on 23 May 2016, the following resolution was passed as a special resolution

"THAT the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association "



Jeremy D Payne

Director and Chairman

THURSDAY



A57S98K8

A18

26/05/2016

#124

COMPANIES HOUSE

Company Number: 00010631

The Companies Act 2006

**ARTICLES OF ASSOCIATION
OF
EDGBASTON HIGH SCHOOL FOR GIRLS**

THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION

OF

EDGBASTON HIGH SCHOOL FOR GIRLS

- 1 The company's name is Edgbaston High School for Girls (and in this document it is called the "Company")

2. INTERPRETATION

2.1 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 messages in each case registered with the Company,

"the articles" means the Company's articles of association,

"the Chairman" or "Chairman of the Council" means the person appointed to that post in accordance with the provisions of Article 22,

"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 Company,

"the Company" means the company intended to be regulated by the articles;

"the Council" means the Council of Management for the time being of the Company constituted in accordance with Article 27,

"the Deputy Chairman" or "Deputy Chairman of the Council" means the person appointed to that post in accordance with the provisions of Article 27,

"the directors" means the directors of the Company being the Chairman and the members of the Council (other than the ex-officio members) The directors are charity trustees as defined by Section 177 of the Charities Act 2011,

"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 memorandum" means the Company's memorandum of association,

"officers" includes the directors and the secretary (if any),

"the seal" means the common seal of the Company if it has one,

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

"shares" means ordinary shares of £10 in the capital of the Company,

"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

2.2 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 Company

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

3. **LIABILITY OF MEMBERS**

The liability of the members is limited to the amount, if any, unpaid on shares held by them

4 **OBJECTS**

4.1 The Company's objects ("Objects") are specifically restricted to the following

4.1.1 To establish and maintain a public day or boarding school or schools for the education of girls and boys and to supply to girls and boys general education and instruction of the highest class

4.1.2 To establish and maintain a boarding house or boarding houses for the use of girls and boys attending any school maintained by the Company and to equip the same and to acquire and provide all furniture, food and things necessary for that purpose.

4.1.3 To promote for the benefit of the inhabitants of Edgbaston, Birmingham and the surrounding area the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants

5 **POWERS**

5.1 The Company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Company has power

5.1.1 to raise funds. In doing so, the Company must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations,

5.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,

- 5 1 3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power, the Company must comply as appropriate with Sections 117 and 122 of the Charities Act 2011,
- 5 1 4 to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Company must comply as appropriate with Sections 124-126 of the Charities Act 2011 if it wishes to mortgage land,
- 5 1 5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- 5 1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- 5 1 7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
- 5 1 8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- 5 1 9 to employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that clause,
- 5 1 10 to
 - 5 1.10 1 deposit or invest funds,
 - 5 1.10.2 employ a professional fund-manager, and
 - 5 1 10 3 arrange for the investments or other property of the Company to be held in the name of a nominee,
 - 5 1.11 in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,
 - 5.1 12 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,
 - 5 1 13 to pay out of the funds of the Company the costs of forming and registering the Company both as a company and as a charity

6 APPLICATION OF INCOME AND PROPERTY

- 6 1 The income and property of the Company shall be applied solely towards the promotion of the Objects
- 6 2 A director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company
- 6.3 A director may benefit from trustee indemnity insurance cover purchased at the Company's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6 4 A director may receive an indemnity from the Company in the circumstances specified in article 38

- 6 5 A director may not receive any other benefit or payment unless it is authorised by article 7
- 6 6 Subject to article 7, none of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company This does not prevent a member who is not also a director receiving
- 6 6 1 a benefit from the Company in the capacity of a beneficiary of the Company,
- 6 6 2 reasonable and proper remuneration for any goods or services supplied to the Company

7. BENEFITS AND PAYMENTS TO COMPANY DIRECTORS AND CONNECTED PERSONS

7 1 General provisions

- 7 1.1 No director or connected person may
- 7 1 1 1 buy any goods or services from the Company on terms preferential to those applicable to members of the public,
- 7 1 1 2 sell goods, services, or any interest in land to the Company;
- 7 1.1 3 be employed by, or receive any remuneration from, the Company,
- 7 1 1 4 receive any other financial benefit from the Company,
- unless the payment is permitted by article 7 2, or authorised by the court or the Charity Commission.
- 7 1 2 In this article a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value

7.2 Scope and powers permitting directors' or connected persons' benefits

- 7 2 1 A director or connected person may receive a benefit from the Company in the capacity of a beneficiary of the Company provided that a majority of the directors do not benefit in this way.
- 7 2 2 A director 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 Company where that is permitted in accordance with, and subject to the conditions in, section 185 to 186 of the Charities Act 2011
- 7.2.3 Subject to article 7.3 a director or connected person may provide the Company with goods that are not supplied in connection with services provided to the Company by the director or connected person
- 7 2 4 A director or connected person may receive interest on money lent to the Company at a reasonable and proper rate which must be not more than the Bank of England base rate (also known as the base rate)
- 7 2 5 A director or connected person may receive rent for premises let by the director or connected person to the Company The amount of the rent and the other terms of the lease must be reasonable and proper The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
- 7 2 6 A director or connected person may take part in the normal trading and fundraising activities of the Company on the same terms as members of the public.

7 3

Payment for supply of goods only - controls

- 7.3.1 The Company and its directors may only rely upon the authority provided by article 7 2 3 if each of the following conditions is satisfied
- 7 3 1 1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Company or its directors (as the case may be) and the director 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 Company
 - 7 3 1.2 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
 - 7 3 1 3 The other directors are satisfied that it is in the best interests of the Company to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so
 - 7 3.1 4 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 Company
 - 7.3 1.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting
 - 7 3 1 6 The reason for their decision is recorded by the directors in the minute book
 - 7.3 1 7 A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.
- 7.3 2 In articles 7.2 and 7 3
- 7 3.2 1 "Company" includes any company in which the Company
 - (a) holds more than 50% of the shares, or
 - (b) controls more than 50% of the voting rights attached to the shares, or
 - (c) has the right to appoint one or more directors to the board of the company
 - 7.3 2.2 "connected person" includes any person within the definition in article 42 "Interpretation".

8.

DECLARATION OF DIRECTORS' INTERESTS

A Company director 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 Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A director must absent himself or herself from any discussions of the Company directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any

personal financial interest) provided that a director shall be deemed not to have a conflict by reason only of having a child or relative as a pupil at Edgbaston High School for Girls and the matter under discussion or for decision relates generally to pupils at the school and not solely or mainly to that director's child or relative

9 CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTIES

9 1 If a conflict of interests arises for a director 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 directors may authorise such a conflict of interests where the following conditions apply

9 1 1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

9 1 2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and

9 1.3 the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

9 2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person

10 MEMBERS

10 1 The members of the Company shall be the directors of the Company for the time being. The only persons eligible to be members of the Company are its directors

10 2 Membership is not transferable.

10 3 The directors must keep a register of names and addresses of the members

11 TERMINATION OF MEMBERSHIP

11.1 Membership is terminated if

11 1 1 The member dies,

11 1 2 The member resigns by written notice to the Company unless, after the resignation, there would be less than two members;

11.1 3 The member is removed from membership by a resolution of the directors that it is in the best interests of the Company that his or her membership is terminated. A resolution to remove a member from membership may only be passed if

11 1 3 1 the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed,

11 1.3 2 the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting

11.1 4 The member ceases to be a director of the Company

12 **SHARES AND SHARE CAPITAL**

12 1 The directors shall not exercise any power of the Company to allot shares or other securities in, or to grant rights to subscribe for, or convert into, shares or other securities of, the Company without the prior written consent of a Special Resolution of the members of the Company. Without limitation, the powers of the directors under section 550 of the Act are limited accordingly

12 2 No share may be held other than by a director of the Company

12 3 If a member ceases to be a director of the Company that member (or his personal representatives) shall forthwith transfer his share(s) for no consideration to such person as the Chairman of the Council shall direct. The Chairman of the Council may, at his discretion, execute any such transfer as the attorney of such retiring member

12 4 On first appointment as a director of the Company the Chairman of the Council shall transfer a share to such newly appointed director or procure that a share is so transferred

12 5 The directors shall register any transfer of a share to a director of the Company but shall refuse to register any other transfer

13. **GENERAL MEETINGS**

The directors may call a general meeting at any time

14 **NOTICE OF GENERAL MEETINGS**

14 1 The minimum periods of notice required to hold a general meeting of the Company are

14 1 1 twenty-one clear days for a general meeting called for the passing of a special resolution,

14 1 2 fourteen clear days for all other general meetings

14 2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights

14 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 2006 and article 20.

14.4 The notice must be given to all the members and to the directors and auditors

14 5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company

15 **PROCEEDING AT GENERAL MEETINGS**

15 1 No business shall be transacted at any general meeting unless a quorum is present

- 15 2 A quorum shall be any five members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting

16 **INQUORATE MEETINGS**

- 16 1 If

16 1 1 a quorum is not present within half an hour from the time appointed for the meeting, or

16 1.2 during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the directors shall determine

- 16 2 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

- 16 3 If no quorum is present at the reconvened meeting within fifteen 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.

17. **CHAIRING OF GENERAL MEETINGS**

- 17 1 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors

- 17 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 director nominated by the directors shall chair the meeting.

- 17.3 If there is only one director present and willing to act, he or she shall chair the meeting

18 **ADJOURNING OF GENERAL MEETINGS**

- 18 1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

- 18 2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution

- 18 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.

- 18 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

19. **VOTING AT GENERAL MEETINGS**

- 19.1 Any vote at a meeting shall be decided by a simple majority on a show of hands of those members present

- 19 2

19 2 1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive.

- 19 2.2 The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded

20 **CONTENT OF PROXY NOTICES**

- 20 1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which -
- 20 1 1 states the name and address of the member appointing the proxy,
 - 20 1 2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - 20 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - 20 1 4 is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- 20 2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 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
- 20 4 Unless a proxy notice indicates otherwise, it must be treated as
- 20 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 20 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

21 **DELIVERY OF PROXY NOTICES**

- 21 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 Company by or on behalf of that person.
- 21 2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 21 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
- 21.4 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

22 **WRITTEN RESOLUTIONS**

- 22.1 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

- 22.1.1 a copy of the proposed resolution has been sent to every eligible member;
- 22.1 2 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, and
- 22 1 3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date (as defined in S290 of the Companies Act 2006)

22 2 A resolution in writing may comprise several copies to which one or more members have signified their agreement

23 **VOTES OF MEMBERS**

23 1 Every member shall have one vote irrespective of the number of shares held by that member save that in the case of equality of votes the Chairman shall have a second or casting vote.

23 2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

24 **DIRECTORS**

24 1 A director must be a natural person aged 16 years or older

24 2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of Article 28

24 3 The minimum number of directors shall be 10 and (unless otherwise determined by ordinary resolution) shall not exceed 15

24 4 If the number of directors falls below the minimum number required the directors may act to appoint additional directors

24.5 There shall be a minimum number of directors who are women Unless otherwise determined by special resolution that minimum number is one third of the total number of directors or the number which is less than but nearest to one third of the total number of directors

25 **POWERS OF DIRECTORS**

25 1 The directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

25 2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors

25 3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors

26 **APPOINTMENT OF COUNCIL MEMBERS**

26 1 Save as provided below, members of Council shall be appointed by the Council and, subject to Articles 26 2, 27 1 and 27 3, may hold office for a period not exceeding a maximum of

15 years unless they shall be re-appointed having not been a member of Council for a period of two years or more

- 26 2 Notwithstanding Article 26 1 above, the Council shall have power to extend the said period of 15 years in respect of any member of Council by an additional period of two years (renewable at expiry once only for a further period of two years) if, and only if, the member who would otherwise have to retire has specific skills, experience or expertise which Council considers it needs and wishes to retain
- 26 3 Each of the Edgbaston High School Parents Association and The Edgbaston High School Old Girls' Association may appoint an ex-officio member of Council
- 26 4 The Council may appoint up to three ex-officio members of Council
- 26.5 Ex-officio members of Council shall not be directors of the Company or members of it
- 26 6 The appointment of a member of Council must not cause the number of members of Council to exceed any number fixed as the maximum number of members of Council

27. **CHAIRMAN AND DEPUTY CHAIRMAN**

- 27 1 Council members shall elect a Chairman from their membership by ballot if more than one Council member is nominated and seconded to act as Chairman. The electoral process is to be reasonably determined by the Secretary. The Chairman shall hold office for a term of 5 years renewable for one further period of 3 years and the restriction on being a member of Council for a period exceeding 15 years in Article 26 1 shall not impact on such terms
- 27 2 The Chairman may be removed from office in accordance with Article 28
- 27.3 The immediate past Chairman may remain as member of Council for a further period of 2 years following his resignation or retirement from office of Chairman and the restriction on being a member of Council for a period exceeding 15 years in Article 26 1 shall not impact on such continued membership.
- 27 4 The Chairman shall appoint a Deputy Chairman who shall have the authority to act in the place of the Chairman when the Chairman is unable to attend a meeting of Council. From time to time the Chairman may delegate other responsibilities to the Deputy Chairman

28. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 28.1 A director shall cease to hold office if he or she.
- 28.1 1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
- 28 1 2 is disqualified from acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision),
- 28 1 3 ceases to be a member of the Company,
- 28 1 4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- 28 1 5 resigns as a director by notice to the Company (but only if at least two directors will remain in office when the notice of resignation is to take effect), or

28 1.6 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated

29 **REMUNERATION OF DIRECTORS**

The directors must not be paid any remuneration unless it is authorised by article 7.

30. **PROCEEDINGS OF COUNCIL**

- 30.1 The Council may regulate their proceedings as they think fit, subject to the provisions of the articles
- 30 2 Any director may call a meeting of the Council.
- 30 3 The secretary (if any) must call a meeting of the Council if requested to do so by a director
- 30.4 Questions arising at a meeting shall be decided by a majority of votes provided that the ex-officio members of Council referred to in Article 26 shall not be entitled to vote on any issue
- 30 5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 30 6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 30 7 No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made 'Present' includes being present by suitable electronic means agreed by the directors in which the participant or participants may communicate with all the other participants.
- 30 8 The quorum shall be five directors or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- 30 9 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote
- 30 10 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting
- 30.11 Meetings of the Council shall be chaired by the Chairman or in his absence the Deputy Chairman. If the Chairman or the Deputy Chairman is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- 30.12 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors
- 30 13 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

- 30 14 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement

31 **DELEGATION**

- 31 1 The Council may delegate any of their powers or functions to a committee or committees and the terms of any delegation must be recorded in the minute book

- 31 2 The directors may impose conditions when delegating, including the conditions that

31.2 1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

31 2 2 no expenditure may be incurred on behalf of the Company by any such committee except in accordance with a budget previously agreed with the directors

- 31.3 The directors may revoke or alter a delegation

- 31 4 All acts and proceedings of any committees must be fully and promptly reported to the Council

- 31 5 Members of Council must comprise a majority of the members of any committee but, subject thereto, members of a committee need not be members of Council

31 6 **Executive Committee**

- 31 6 1 There shall be an Executive Committee of Council with delegated authority from Council to manage the day to day business of the Company

- 31.6 2 The responsibilities of the Executive Committee will include

31.6 2 1 detailed financial management,

31 6 2 2 staff and personnel management,

31.6 2.3 implementation of development plans,

31.6 2.4 implementation of academic policy

- 31 6 3 The Executive Committee shall consist of -

31 6 3 1 the Chairman of the Council, who shall chair the meetings of the Executive Committee whilst he is Chairman of the Council;

31 6 3 2 other members of Council elected in accordance with article 31 6 4 hereof and at least one member will be a woman,

31.6 3 3 the Headmistress, who shall not have the right to vote on any matter before the Executive Committee and may be excluded from the Executive Committee if any matter under consideration appertains to her.

- 31 6 4 Nominations for membership of the Executive Committee will be addressed to the Chairman of the Council who will have the right to make recommendations as to membership subject to the approval of Council Members shall be elected by vote at Council Meetings or postal ballot

- 31 6.5 Members of the Executive Committee may serve for up to the period referred to in Article 26, subject at all times to the approval of Council
- 31 6 6 Members of the Executive Committee shall cease to be members of the Executive Committee if they cease to be members of Council
- 31 6 7 No member of the Executive Committee shall be entitled to attend and vote on any matter in which they declare that they have an interest conflicting with that of the Company

32 **VALIDITY OF DIRECTORS' DECISIONS**

- 32 1 Subject to article 32.2, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director
 - 32.1 1 who was disqualified from holding office,
 - 32.1.2 who had previously retired or who had been obliged by the constitution to vacate office,
 - 32 1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without

 - 32 1.4 the vote of that director, and
 - 32 1 5 that director being counted in the quorum,

the decision has been made by a majority of the directors at a quorate meeting
- 32 2 Article 32 1 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 32 1, the resolution would have been void, or if the director has not complied with article 8

33 **SEAL**

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

34 **MINUTES**

- 34.1 The directors must keep minutes of all
 - 34 1 1 appointments of officers made by the directors;
 - 34.1.2 proceedings at meetings of the Company,
 - 34 1 3 meetings of the directors and committees of directors including
 - 34 1 3.1 the names of the directors present at the meeting,

- 34 1 3 2 the decisions made at the meetings, and
- 34 1 3 3 where appropriate the reasons for the decisions

35 **ACCOUNTS**

- 35 1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice. The directors shall procure that such accounts be audited.
- 35 2 The directors must keep accounting records as required by the Companies Acts.

36 **ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

- 36 1 The directors must comply with the requirements of the Charities Act 2011 with regard to the
 - 36 1 1 transmission of a copy of the statements of account to the Commission;
 - 36 1 2 preparation of an Annual Report and the transmission of a copy of it to the Commission,
 - 36.1 3 preparation of an Annual Return and its transmission to the Commission
- 36 2 The directors must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities

37 **MEANS OF COMMUNICATION TO BE USED**

- 37 1 Subject to the articles, anything sent or supplied by or to the Company 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 Company.
- 37 2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 37.3 Any notice to be given to or by any person pursuant to the articles
 - 37 3 1 must be in writing; or
 - 37.3 2 must be given in electronic form
- 37 4 The Company may give any notice to a member either.
 - 37.4 1 personally;
 - 37 4 2 by sending it by post in a prepaid envelope addressed to the member at his or her address,
 - 37 4 3 by leaving it at the address of the member,
 - 37 4 4 by giving it in electronic form to the member's address, or

37 4 5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

37 5 A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.

37 6 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

37 7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

37 8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

37 9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given

37 9 1 48 hours after the envelope containing it was posted, or

37 9 2 in the case of an electronic form of communication, 48 hours after it was sent.

38 **INDEMNITY**

38 1 The Company shall indemnify any director 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.

38.2 In this Article a 'director' shall include a former director of the Company.

39 **RULES**

39 1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company.

39.2 The bye laws may regulate the following matters but are not restricted to them.

39 2 1 the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers,

39.2 2 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,

39 2 3 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles,

39 2 4 generally, all such matters as are commonly the subject matter of company rules.

39.3 The Company in general meeting has the power to alter, add to or repeal the rules or bye laws.

39 4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company

39 5 The rules or bye laws shall be binding on all members of the Company No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

40 **DISPUTES**

If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation

41 **DISSOLUTION**

41.1 The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways

41 1 1 directly for the Objects, or

41 1 2 by transfer to any charity or charities for purposes similar to the Objects; or

41.1 3 to any charity or charities for use for particular purposes that fall within the Objects

41 2 Subject to any such resolution of the members of the Company, the directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred

41 2 1 directly for the Objects, or

41 2 2 by transfer to any charity or charities for purposes similar to the Objects, or

41 2 3 to any charity or charities for use for particular purposes that fall within the Objects.

41 3 In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company (except to a member that is itself a charity) and if no resolution in accordance with article 41 1 is passed by the members or the directors the net assets of the Company shall be applied for charitable purposes as directed by the Court or the Commission

42 **INTERPRETATION**

42 1 In articles 7, 9 2 and 32.2 'connected person' means

42.1 1 a child, parent, grandchild, grandparent, brother or sister of the director,

42 1 2 the spouse or civil partner of the director or of any person falling within article 42 1 1,

42.1 3 a person carrying on business in partnership with the director or with any person falling within article 42.1 1 or 42 1 2,

- 42 1 4 an institution which is controlled -
- 42 1 4 1 by the director or any connected person falling within article 42 1 1, 42 1 2, or 42 1 3 above, or
 - 42 1 4 2 by two or more persons falling within article 42 1.4 1, when taken together
- 42 1 5 a body corporate in which -
- 42.1 5 1 the director or any connected person falling within articles 42 1 1 to 42 1 3 has a substantial interest; or
 - 42 1 5 2 two or more persons falling within article 42 1 5 1 who, when taken together, have a substantial interest.
 - 42 1 5 3 Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article

END



J.D. PAYNE . CHAIRMAN OF COUNCIL

23.5.16