



**Headmistress  
Mrs M E Johnston B.A (Hons) P.G.C.E.**

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**Company number 726450**

**SPECIAL RESOLUTION**

**of**

**STORMONT SCHOOL**

**Passed on 15<sup>th</sup> November 2011**

At an Annual General Meeting of the Company duly convened and held at The Causeway, Potters Bar, Hertfordshire EN6 5HA on Tuesday 15<sup>th</sup> November 2011 at 6 30 p m , the following resolution was duly passed as a special resolution

**SPECIAL RESOLUTION**

To consider and if thought fit pass a special resolution that the Company adopt the new Articles of Association in the form enclosed herewith in substitution for and to the exclusion of the existing Articles of Association

Signed

**Mrs C A Smith  
Company Secretary**

**WEDNESDAY**



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A16 07/12/2011 43  
COMPANIES HOUSE

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF**  
**STORMONT SCHOOL**

- 1 In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not consistent with the subject or context

WORDS	MEANINGS
The Act	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force
The Articles	The Articles of the Company
The Company	The above-named Company
The Board	The Board of Governors for the time being of the Company as hereinafter defined who shall also be the directors of the Company
Governor	A member of the Board
The Office	The registered office of the Company
The School	The Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
Secretary	Any person appointed to perform the duties of the Company Secretary of the Company

Words importing the singular number only shall include the plural number, and vice versa Words importing the feminine gender only shall include the masculine gender and vice versa, and words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles

become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles

- 2 The provisions of Table C of the Companies (Tables A to F) Regulations 1985 as amended by SI 2007/2541 and SI 2007/2826 shall be incorporated into these articles and stand part thereof save and except to the extent that they may be inconsistent with the provisions following which shall in event of conflict prevail over Table C aforesaid

#### **REGISTERED OFFICE**

- 3 The registered office of the Company will be situate in England

#### **OBJECTS**

- 4 (A) (1) To establish and carry on at Stormont The Causeway Potters Bar Hertfordshire and elsewhere, as may from time to time by the Company be thought fit, a college or school, or colleges or schools, where children and students may receive a sound education and tuition in reading, writing, arithmetic, composition, elocution, music, history, geography, languages, sciences, arts, agriculture, industry, economics, commerce, journalism, mechanics, and all or any other branches of human knowledge, thought, philosophy, or endeavour, and to provide for the giving and holding of lectures, scholarships, exhibitions, classes and meetings for the promotion or advancement of education, and in connection with such schools or colleges, or any of them, to provide boarding accommodation, recreation grounds, libraries, swimming baths
- (2) To establish and carry on a preparatory school or schools in connection with, or independently of, any senior school or college
- (3) To offer scholarships, exhibitions, prizes and rewards
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company
- (C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects
- (D) To undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects
- (E) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit

(F) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

(G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects

(H) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them

Provided that -

(i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts

(ii) The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union

(iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated

## **APPLICATION OF INCOME AND PROPERTY OF THE COMPANY**

- 5 The income and the property of the Company shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company, provided that nothing in these Articles shall prevent any payment in good faith by the Company
- (i) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a director,
  - (ii) of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors,
  - (iii) of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company,
  - (iv) of reasonable and proper rent for property demised or let by any member of the Company or a director;
  - (v) to any director of reasonable out-of-pocket expenses,
  - (vi) of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company, provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Company

## **LIMITATION OF LIABILITY**

- 6 The liability of the members is limited
- 7 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for

payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1

#### **WINDING UP**

- 8 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object

#### **MEMBERS**

- 9 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company No person shall be admitted as a member of the Company unless he is approved by the Board Every person who wishes to become a member of the Company shall deliver to the Company an application for membership, in such form as the Board requires accompanied by such membership fee as the Board shall from time to time determine The membership fee will not be refundable on cessation of the member's membership
- 10 Each member shall be entitled to vote at general meetings of the Company
- 11 Membership shall not be transferable and shall cease on death A member shall cease to be a member
- a) If the member revokes his membership of the Company by giving at least 14 clear days' notice to the Secretary in writing,
  - b) If a Special Resolution is passed at a general meeting of the members duly convened in accordance with the Articles to remove a member,
  - c) Automatically upon the date that a member's child(ren) cease(s) to be (a) pupil(s) at the School, unless that member continues to be a

Governor or the Board provide written confirmation to that member that he may continue to be a member,

- d) Automatically upon that member being adjudicated bankrupt or having a receiving order made against him or if he makes any arrangement with his creditors,
- e) Automatically upon that member ceasing to be a Governor unless that member continues to have a child who is a pupil at the School, or the Board provide written confirmation to that member that he may continue to be a member

#### **THE BOARD AND GOVERNORS**

- 12 All the business of the Company shall be managed by the Board in accordance with the provisions of Table C, these Articles and the Act aforesaid to the intent that the Board shall determine and carry out the policy of the Company
- 13 The number of Governors shall not be less than 3 nor more than 15
- 14 The Board may from time to time and at any time appoint any person as a Governor, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded and that the person becomes a member upon his appointment as a Governor Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election
- 15 No person who is not a member of the Company shall in any circumstances be eligible to hold office as a Governor

#### **ROTATION OF GOVERNORS**

- 16 At each Annual General Meeting of the Company, one-third of the Governors for the time being, or if their number is not a multiple of 3 then the number nearest to one-third, shall retire from office
- 17 The Governors to retire shall be those who have been longest in office since their last election or appointment As between Governors of equal seniority, the Governors to retire shall in the absence of agreement be selected from among them by lot The length of time a Governor has been in office shall be computed from his last election or appointment A retiring Governor shall be eligible for re-election
- 18 The Company may, at the meeting at which a Governor retires, fill the vacated office by electing a new Governor failing which the retiring Governor shall, if offering himself for re-election, be deemed to have

been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Governor shall have been put to the meeting and lost

- 19 No person not being a Governor retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to Governor at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than 7 nor more than 28 intervening days

#### **POWERS OF THE BOARD**

- 20 The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit. The Board may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting. The Board's powers are, nevertheless subject always to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting. However, no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made
- 21 The Governors for the time being may act notwithstanding any vacancy in their body, provided always that in case the number of Governors shall at any time be reduced in number to less than the minimum number prescribed by these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose
- 22 The Board shall without prejudice to any other power it may have, have the following powers -



- a) The power to appoint from amongst its number such officers having such titles and functions subject to such conditions as it shall think fit
- b) The power to provide for substituted, or alternative, attendance for any absent Governor on such terms and conditions as it shall think fit
- c) The power to delegate any of its powers to any Sub-Committee or Sub-Committees consisting of such persons (whether Governors or not) as it shall think fit and subject to such regulations as it may impose provided that all acts and proceedings of Sub-Committees must be reported to the Board as soon as possible and decided upon by the Board
- d) The power to call an Annual General Meeting or General Meeting when it considers such action to be required and the power to delegate the organisation of any such meetings to any person that it shall decide upon
- e) The power to expel any member of the Company
- f) The power to appoint (and to remove) any person to act as a Company Secretary in accordance with the Act

#### **PROCEEDINGS OF THE BOARD**

- 23 Subject to the provisions of these Articles, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its proceedings as they think fit
- 24 The quorum for the transaction of the business of the Board shall be three
- 25 Matters for decision arising at proceedings of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote
- 26 Two Governors may, and on the request of two Governors the Secretary shall, summon a meeting of the Board by notice served upon all Governors. A Governor who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 27 The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and

willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting

- 28 The Board shall cause proper minutes to be made of all appointments of Governors and officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of any Sub-Committee of the Board and all such minutes signed by the Chairman of such meeting shall be sufficient evidence without any further proof of the facts therein stated
- 29 A resolution in writing signed by all Governors for the time being or of any Sub-Committee of the Board who are entitled to receive notice of a meeting of the Board or of such Sub-Committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such Sub-Committee duly convened and constituted

#### **VACATION OF GOVERNORS FROM OFFICE**

- 30 In addition to the grounds for disqualification of Governors provided for by the Act aforesaid a Governor shall also vacate office if
- a) he is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
  - b) he absents himself from Board Meetings for more than three consecutive meetings (other than for reason of being on holiday or incapacity approved by the Board) and the other Governors resolve that his office be vacated by a simple majority vote at the fourth meeting
  - c) the Board decides for whatever reason by resolution passed by not less than two thirds of the Governors for the time being (excluding the Governor concerned) to remove him from office
  - d) he ceases for what ever reason to be a Member of the Company
  - e) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs
  - f) he is adjudicated bankrupt or a receiving order is made against him or he makes any arrangement with his creditors

#### **GENERAL MEETINGS**

- 31 In every calendar year the Company shall hold an Annual General Meeting and such further meetings (called General Meetings) at such time and place as may be determined by the Board, and shall specify

- the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting
- 32 No business shall be transacted at any meeting unless a quorum is present. The quorum for any General Meeting shall be not less than 4 Members present in person for the time being.
- 33 At least 14 days' notice in writing of every General Meeting (exclusive in each case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and the general nature of the business to be transacted, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company, but with the consent of all the members having the right to attend and vote at an Annual General Meeting, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
- 34 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form executed by or on behalf of one or more members.
- 35 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of the meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 36 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned on the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 37 The Chairman (if any) of the Board or, if the Chairman cannot be present, another Governor nominated by the Chairman shall preside as Chairman at every General Meeting. If there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the

members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside

- 38 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting
- 39 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and 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 or against that resolution The demand for a poll may be withdrawn
- 40 Subject to the provisions of Article 41, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 41 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment
- 42 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote
- 43 The demand of 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

## VOTES OF MEMBERS

- 44 Every Member shall have one vote. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
- 45 Votes may be given on a poll either personally or by proxy. On a show of hands a member present in person or by proxy, or (being a corporation) is present by a duly authorised representative or by proxy, unless the proxy (in either case) or the representative is himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote. A proxy need not be a member.
- 46 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- 47 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 48 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 49 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

**"STORMONT SCHOOL"**

" I, \_\_\_\_\_ of \_\_\_\_\_

A member of Stormont School

hereby appoint

of

and failing him,

of

to vote for me and on my behalf at the (Annual or General, or Adjourned, as the case may be) General Meeting of the Company to be held on the     day of  
and at every adjournment thereof

As witness my hand this     day of     20     "

- 50     The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

#### **SECRETARY**

- 51     The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

#### **ACCOUNTS**

- 52     The Board shall cause proper books of account to be kept in accordance with the Act
- 53     The books of account shall be kept at the registered office of the Company, or such other place as the Board shall think fit, and shall always be open to the inspection of the Governors
- 54     The Board shall from time to time determine whether, and to what extent and at what times and places and under what conditions the accounts and books of the Company shall be open for the inspection of the members other than those who are also Governors and no member, other than those who are also Governors, shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting
- 55     At the Annual General Meeting in every year the Board shall lay before the Company the annual accounts of the Company in accordance with the Act

## NOTICES

- 56 A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members. Only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
- 57 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

## THE SEAL

- 58 The Board shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of a resolution of the Board or of a committee of the Board authorised in that behalf by the Board.

## INDEMNITY

- 59 The Governors for the time being, and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company including any trust set up by the Company to act as a means of raising or holding funds for the Company, and each of them, and each of their representatives, shall be indemnified and secured harmless out of the assets of the Company from and against all actions costs charges losses damages and expenses which they or any of them or any of their representatives shall or may incur or sustain by or by reason of any act done concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts. None of them shall be answerable for the acts receipts neglects or default of the others or other of them, or for joining in any receipt, for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belongings to the Company shall be placed loaned out or invested, or for any other loss misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto, but the provisions of this Article shall only have effect in so far as they are not avoided by the Act.