



The Companies Act 1948

- and -

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not
having a share capital

MOUSLFORD PREPARATORY SCHOOL TRUST LIMITED

RESOLUTIONS IN WRITING OF THE MEMBERS

pursuant to Section 381A Companies Act 1985

Passed 24 June 2002

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be altered:
 - (a) by deleting the existing Clause 3 and substituting therefor Clause 3 as set out in the document (the "amended Memorandum") annexed to this resolution which has been initialled by or on behalf of each of the members for the purposes of identification;
 - (b) by inserting, immediately after Clause 3 as substituted by paragraph (a) of this resolution, Clause 4 as set out in the amended Memorandum, and by re-numbering the remaining clauses of the Memorandum of Association accordingly;
 - (c) by deleting the existing Clause 5 (as re-numbered by paragraph (b) of this resolution) and substituting therefor Clause 5 as set out in the amended Memorandum;
 - (d) by deleting the existing Clause 8 (as re-numbered by paragraph (b) of this resolution) and substituting therefor Clause 8 as set out in the amended Memorandum;
 - (e) by deleting the existing Clauses 9 and 10 as re-numbered by paragraph (b) of this resolution.
2. That the regulations contained in the document attached to this resolution and initialled by or on behalf of each of the members for the purposes of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

*On behalf of the Charity Commissioners
for England and Wales,
consent is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments.*

Dated

2002


.....
B H LEE


.....
R SMITH


.....
W D LAZARUS


.....
P SMITH


.....
DR K GREIG


.....
A McPHAIL


.....
D FALLE


.....
S O'BRIEN


.....
DR J COPELAND

Note: Pursuant to section 381B Companies Act 1985, if the C

ompany has auditors, each director and the secretary has a duty to secure that a copy of the resolution(s) is sent to the auditors at the same time as it is supplied to the members for signature.

*On behalf of the Charity Commissioners
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section 64 of the Charities Act 1993
to these proposed amendments.*

THE COMPANIES ACT 1948

- and -

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

(As altered by Special Resolution passed 24 June 2002)

AND

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed 24 June 2002)

OF

MOULSFORD PREPARATORY SCHOOL TRUST LIMITED

Incorporated 19 December 1966

Company no. 894361

Charity no. 309643

BLANDY & BLANDY
S O L I C I T O R S

ONE FRIAR STREET
READING
BERKSHIRE
RG1 1DA

Tel (0118) 958 7111

We hereby certify
this to be a true copy
of the original
Blandy & Blandy

THE COMPANIES ACTS 1948

- and -

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

MOULSFORD PREPARATORY SCHOOL TRUST LIMITED

(Amended by Special Resolution passed 24 June 2002)

1. The name of the Company (hereinafter called "the Company") is "MOULSFORD PREPARATORY SCHOOL TRUST LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The Company's object is the advancement of education by carrying on or managing day and/or boarding schools in the United Kingdom for the education of boys and/or girls.¹
4. In furtherance of the above object but not otherwise the Company may exercise the following powers:²
 - (1) to carry on Moultsford Preparatory School (the "School") as a school for boys;
 - (2) to establish or acquire as a going concern, and to carry on at the Company's premises at Moultsford, Berkshire or elsewhere any other schools for the education of boys and/or girls, either in connection with the School or as independent schools;
 - (3) to charge fees, deposits and other payments for educational and related services;
 - (4) subject to Clause 5 below, to employ a head teacher (by whatever name called) and such other staff, who (subject to Clause 5) shall not be members of the Board of Governors, as are necessary for the proper pursuit of the objects of the Company;

¹ Clause 3 substituted by Special Resolution passed 24 June 2002.

² Clause 4 inserted by Special Resolution passed 24 June 2002.

- (5) subject to Clause 5 below, to grant pensions, allowances and gratuities to past or present officers or employees of the Company or to their dependants, and to establish and maintain or participate in trust funds or schemes (whether contributory or non-contributory) for providing pensions for any such persons, and to insure the life of any person whose services are of value to the Company in such sum as the Company or the Governors may deem expedient and to pay the requisite premiums for keeping such insurance on foot;
- (6) to provide for the board, residence and accommodation of any of the pupils, teachers and other staff attached to any school for the time being carried on by the Company;
- (7) to equip, furnish and fit up and maintain any school, class rooms, offices and other rooms or buildings for any of the purposes of the Company;
- (8) to provide playing fields, games, courts, recreation grounds and buildings, swimming baths and other accommodation in connection with sports, games and pastimes of all kinds at any school carried on by the Company;
- (9) to carry on farming, dairy and poultry farming, stock breeding, market gardening, fruit farming and nurseries on any property of the Company for the purpose of providing and supplying any school or schools of the Company;
- (10) to award bursaries, scholarships, exhibitions, prizes and rewards, and to make grants and allowances to students or prospective students at any school carried on by the Company;
- (11) to make such other allowances as the Governors shall in their absolute discretion consider appropriate to members of the staff or to other persons for the education of their children at any such school;
- (12) to provide means for training student teachers and students in the theory and practice of education;
- (13) to make grants and allowances to any person engaged in the teaching profession for the purpose of training at any university or other educational establishment or attending any other training course whatsoever;
- (14) to make donations or subscribe or guarantee money for the promotion of education;
- (15) to establish and support or aid in the establishment and support of any charitable trusts, associations or institutions formed for all or any of the objects of the Company and to subscribe or guarantee money for charitable objects;

- (16) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Company and to exchange information and advice with them;
- (17) to amalgamate, affiliate or co-operate with and subscribe to any association, society or corporation whose objects shall be both charitable and educational and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any such association, society or corporation which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 below;
- (18) to apply or appeal for, procure, obtain, collect and receive money and funds by way of fees, contributions, donations, subscriptions, legacies, grants, licence fees, appeals for funds or any other lawful method, and to accept and receive any gifts of real or personal property of any description, whether subject to any special trust or not, and generally by such means as may from time to time be deemed expedient to raise income to enable the Company to carry out any of its objects Provided that:
 - (a) any money and funds so received by the Company shall be used or applied by the Company only for the purposes of its charitable objects; and
 - (b) no substantial permanent trading activities shall be undertaken in the raising of money and funds;
- (19) to act as trustees or managers of any property, endowment, legacy, bequest or gift for education purposes only (excluding permanent endowment);
- (20) to accumulate funds for such periods as is allowed by law;
- (21) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary or convenient for the promotion of its objects, and (subject to such consents as may be required by law) to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company;
- (22) subject to such consents as may be required by law, to sell, let, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Company;
- (23) to promote the formation of, or establish other corporations or companies, whether as companies limited by guarantee or limited by shares or otherwise, and whether or not

established as subsidiaries of the Company, for any purposes calculated to advance the objects of the Company, and to hold any shares or other securities of or in, and to manage and conduct any such corporation or company;

- (24) to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects;
- (25) subject to such consents as may be required by law, to borrow or raise money for any of the purposes of the Company, and to secure by mortgage, debenture, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) the discharge or performance by the Company or any other person of any liability or obligation, in each case on such terms and in such manner as may be thought fit ;
- (26) 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 to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (27) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills cheques and other instruments, and to operate bank accounts in the name of the Company;
- (28) to insure at the expense of the Company and arrange insurance cover for and to indemnify its officers, staff, voluntary workers and members from and against all such risks incurred in the course of their duties as may be thought fit and (in relation to the Board of Governors or any Governor or Governors) so far as is permitted by sub-clause (29) below;
- (29) to provide indemnity insurance to cover the liability of the Board of Governors (or any Governor or Governors) or of any Secretary of the Company 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 Board of Governors (or any Governor or Governors) or Secretary (as the case may be) knew to be a breach of trust or breach of duty, or which was committed by the Board of Governors (or any Governor or Governors) or Secretary (as the case may be) 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 not extend to the cost of any defence to an unsuccessful criminal prosecution brought against the Board of

Governors (or any Governor or Governors) in their capacity as the Board of Governors (or any Governor or Governors) or Secretary of the Company in his capacity as such (as the case may be);

- (30) to insure the Company and the Company's property against such risks as the Board of Governors shall consider it prudent or necessary to insure against;
- (31) to do all or any of the above things in any part of the world, and as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise;
- (32) to do all such other lawful things as are necessary for the achievement of the objects of the Company.

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set out in this Memorandum of Association 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 member of the Board of Governors 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:

- (1) nothing in this Memorandum of Association shall prevent the appointment as a Governor of the head teacher for the time being of the School or prevent any payment or provision in good faith by the Company of salary or other remuneration to such head teacher in his or her capacity as such and any pension on retirement Provided that the head teacher shall withdraw from any meeting at which his or her remuneration is under discussion;
- (2) nothing in this Memorandum of Association shall prevent the Board of Governors from determining to utilise the services of any suitably qualified Governor to teach in the School on an exceptional basis in circumstances where one or more teachers employed in the School are unavailable (whether for reasons of absence through sickness or otherwise) and where the Board of Governors determines in good faith that it is not reasonably practicable to obtain the services of a suitably qualified supply teacher or that it is not reasonably practicable to obtain the services of a suitably qualified supply teacher on acceptable terms, or shall prevent the Board of Governors from remunerating any such Governor for the provision of his or her services as aforesaid Provided that:
 - (a) at no time shall the services of more than one Governor be so utilised at the same time;

- (b) the services of no more than two Governors shall be so utilised during any academic year;
 - (c) any such remuneration shall not exceed the level of remuneration which would be payable in respect of a suitably qualified supply teacher who is not a Governor;
 - (d) the length of time for which the services of any Governor shall be so utilised shall not exceed 10 working days on any one occasion;
 - (e) the total aggregate length of time for which the services of Governors shall be so utilised shall not exceed 30 working days in any academic year;
 - (f) any Governor whose services are so utilised shall withdraw from any meeting at which the utilisation of such Governor's services or his or her remuneration is under discussion;
- (3) nothing in this Memorandum of Association shall prevent any payment in good faith by the Company:
- (a) of reasonable charges for professional work done by any Governor who is a solicitor, accountant or other person engaged in a profession or who possesses specialist skills or knowledge required by the Company for its proper administration, or by his or her firm, when instructed by the Company to act in a professional capacity on its behalf Provided that at no time shall a majority of the Governors benefit under this provision and that a Governor shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her firm, is under discussion;
 - (b) 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 Governor;
 - (c) of interest on money lent by any member of the Company or Governor at a reasonable and proper rate per annum not exceeding the three month LIBOR rate from time to time as published in the Financial Times (or, if the Financial Times is not published for any reason, as published in another authoritative source to be selected by the Board of Governors);

- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a Governor may also be a member holding not more than one per cent. (1%) of the issued capital of that company;
- (e) of reasonable and proper rent for premises demised or let to the Company by any member of the Company or a Governor;
- (f) to any Governor of reasonable out-of-pocket expenses;
- (g) of any premium in respect of any insurance as is referred to in sub-clauses (28) and (29) of Clause 4 of this Memorandum of Association.'

6. The liability of the Members is limited.²
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, 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 £1.³
8. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charity or charities having objects similar to the objects of the Company which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 5 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable being also an educational object.'

¹ Clause 5 re-numbered and substituted by special resolution passed 24 June 2002.

² Clause 6 re-numbered by special resolution passed 24 June 2002.

³ Clause 7 re-numbered by special resolution passed 24 June 2002.

⁴ Clause 8 re-numbered and substituted by special resolution passed 24 June 2002.

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

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Desmond Brimacombe

Elmdown

Skirmett

Henley on Thames

College Lecturer

Richard Ernest Caesar

The Nook

2 Thames Street

Wallingford, Berkshire

Company Director

Donald Crichton Miller

Westridge House

Compton, Berkshire

Retired

Antony John Cecil Dunkerley

Moulsford Preparatory School

Nr Wallingford, Berkshire

Schoolmaster

Isabel Mary Frances Long
Hallcourt Farm
Midgham
Reading, Berkshire

Married Woman

William Thomas Lundie
Sarnia
4 New Road
East Hagbourn, Berkshire

Bank Manager

David Paxman
The Cottage
Exlade Street
Checkendon, Oxon

Company Director

Michael Brownfield Pope
Stud Farm
Streatley
Nr Reading, Berkshire

Racehorse Trainer

Dated this 11th day of December, 1966.

Witness to the above Signatures:-

Barbara A. Dunkerley
Moulsford Preparatory School
Wallingford, Berks

Married Woman

MOULSFORD PREPARATORY SCHOOL TRUST LIMITED

ARTICLES OF ASSOCIATION

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THE COMPANIES ACTS 1948

- and -

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

OF

MOULSFORD PREPARATORY SCHOOL TRUST LIMITED

(Adopted by Special Resolution passed 24 June 2002)

1. PRELIMINARY

1.1 In these Articles:

1.1.1 the following expressions shall have the meanings respectively ascribed:

“Act”	the Companies Act 1985 as in force on the date of the adoption of these Articles;
“Auditors”	the auditors for the time being of the Charity;
“Charity”	the above-named company;
“clear days”	in relation to the period of any notice, the 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;
“Governors”	the board of Governors of the Charity or (where the context permits) a duly authorised committee thereof and references to a “Governor” shall be construed accordingly;
“Office”	the registered office of the Charity;
“School”	Moulsford Preparatory School;

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

“Secretary” the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

- 1.1.2 references to any provision of any statute or any statutory instrument shall include any provision from time to time amending, replacing or re-enacting the same;
- 1.1.3 words importing the singular include the plural and *vice versa*, words importing a gender include every gender and references to persons include corporations, partnerships and other unincorporated associations or bodies of persons;
- 1.1.4 references to a document being “executed” includes any mode of execution;
- 1.1.5 subject as provided in this Article 1.1, words or expressions defined in the Act shall, unless the context requires otherwise, bear the same meaning when used in these Articles;
- 1.1.6 headings and any index are inserted for convenience only and no account shall be taken of headings or of any index in construing these Articles.
- 1.2 The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 shall, except insofar as the same are inconsistent with these Articles, apply to the Charity.
2. MEMBERS
- 2.1 The subscribers to the Memorandum of Association and such other persons as are approved and admitted to membership by the Governors (but subject always to any rules which may be made under Article 19) shall be members of the Charity Provided that the maximum number of members shall not exceed 50 or such other number as the Charity by ordinary resolution shall from time to time resolve. No person shall be admitted a member of the Charity unless his application for membership is approved by the Governors.
- 2.2 Unless the Governors or the Charity in general meeting shall make other provision under Article 19, the Governors may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than three.

3. GENERAL MEETINGS

3.1 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meetings shall be held at such times and places as the Governors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

3.2 The Governors may call general meetings and extraordinary general meetings shall also be convened on requisition, or in default by such requisitionists, as provided by section 368 of the Act.

3.3 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an ordinary resolution appointing a person as a Governor shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

3.3.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and

3.3.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent. of the total voting rights at the meeting of all the members.

3.4 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

3.5 The notice shall be given to all the members and to the Governors and the Auditors.

3.6 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 at that meeting.

4. PROCEEDINGS AT GENERAL MEETINGS

4.1 No business shall be transacted at any meeting unless a quorum is present. Three members present in person (or, in the case of a corporation, by an authorised representative) shall constitute a quorum.

- 4.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Governors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 4.3 The Chairman of the Governors (or, in his absence, the Deputy Chairman) or, if at any time there shall be no Chairman or Deputy Chairman or if both of them shall be absent, some other Governor nominated by the Governors shall preside as chairman of the meeting but if neither the Chairman nor the Deputy Chairman nor such other Governor (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Governors present shall elect one of their number to be chairman and, if there is only one Governor present and willing to act, he shall be chairman.
- 4.4 If no Governor is willing to act as chairman, or if no Governor is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 4.5 A Governor shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 4.6 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 30 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 4.7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 4.7.1 by the chairman; or
- 4.7.2 by at least three members present in person or by proxy (or, in the case of a corporation, by an authorised representative) having the right to vote at the meeting;
- or

- 4.7.3 by a member or members present in person or by proxy (or, in the case of a corporation, by an authorised representative) and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 4.8 Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 4.9 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 4.10 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 4.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 4.12 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 4.13 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 4.14 Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings shall be as effective as if the same had been passed at a general meeting of the Charity duly convened and held and may consist of several documents in the like form each signed by one or more persons but a resolution so signed shall not be effective to remove a Governor or Auditor before the expiration of his term of office or to do anything else which the Companies Acts from time to time do not allow to be done by written resolution. In the case of a corporation

or other member organisation the resolution may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.

5. VOTES OF MEMBERS

5.1 Subject to Article 4.11 (*chairman's casting vote*), every member shall have one vote.

5.2 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

5.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

5.4 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

5.5 Any corporation or other organisation which is a member of the Charity may by resolution of its board of directors or council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

5.6 Votes may be given on a show of hands either personally or (in the case of a corporation or other member organisation) by its duly authorised representative appointed as provided by Article 5.5 above. On a poll members may vote either personally or by proxy or (in the case of a corporation or other member organisation) by its duly authorised representative as aforesaid. A proxy need not be a member.

5.7 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorising 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.

5.8 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Governors may:

- 5.8.1 be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 5.8.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 5.8.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Governor

and an instrument or proxy which is not deposited or delivered in a manner so permitted shall be invalid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

- 5.9 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental incapacity 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, mental incapacity or revocation as aforesaid shall have been received at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the proxy is used. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 5.10 An instrument appointing a proxy shall be in the following form (or as near thereto as circumstances allow or in any other form which is usual or which the Governors may approve):

“MOULSFORD PREPARATORY SCHOOL TRUST LIMITED

I/We,

of

being a member/members of the above-named Company

hereby appoint

of

and failing him,

of _____, as my/our proxy

to vote in my/our name[s] on my/our behalf at the [Annual][Extraordinary] General Meeting of the Company to be held on _____ and at any adjournment thereof.

Signed on [Date].”

- 5.11 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Governors may approve):

“MOULSFORD PREPARATORY SCHOOL TRUST LIMITED

I/We,

of

being a member/members of the above-named Company

hereby appoint

of

and failing him,

of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the [Annual][Extraordinary] General Meeting of the Company, to be held on _____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1	*for	*against
Resolution No 2	*for	*against

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed on [Date].”]

6. BOARD OF GOVERNORS

- 6.1 The number of Governors shall be not less than seven and not more than 30 (or such other number as the Charity may by ordinary resolution from time to time determine).
- 6.2 A Governor must be a member of the Charity. Any person holding office as a Governor shall, upon ceasing for any reason to hold office as such, be deemed to retire as a member of the Charity unless such retirement would cause the number of members to fall below the minimum number specified in Article 2.2.
- 6.3 The Governors shall be those persons who are Governors at the date of the adoption of these Articles with such persons, being members of the Charity, as shall be appointed to that office in accordance with Article 6.4 or 6.4 below.
- 6.4 Subject always to Article 6.2, the head teacher for the time being of any school carried on by the Charity may be appointed as a Governor, but shall not be entitled to vote as a Governor in respect of any question affecting his salary or any other matter in which he is financially interested, and if he shall vote his vote shall not be counted, nor shall he be reckoned for the purpose of constituting a quorum of the Governors.
- 6.5 (Subject always to Article 6.2 and to any rules which may be made under Article 19) the Governors may appoint a person who is willing to act as a Governor either to fill a vacancy in the Governors or as an additional Governor provided that the appointment does not cause the number of Governors to exceed any number fixed by or in accordance with these Articles as the maximum number of Governors.
- 6.6 Subject always to Article 6.2 the Charity may by ordinary resolution appoint a person who is willing to act as a Governor either to fill a vacancy in the Governors or as an additional Governor provided that the appointment does not cause the number of Governors to exceed any number fixed by or in accordance with these Articles as the maximum number of Governors.
- 6.7 The Governors shall not be subject to retirement by rotation and accordingly all references in Table A (as incorporated by Table C) to retirement by rotation shall be disregarded.
- 6.8 In addition and without prejudice to the provisions of section 303 of the Act, the Charity may by extraordinary resolution remove any Governor from office and may by ordinary resolution appoint any other qualified person in his stead.
- 6.9 No person may be appointed or otherwise hold office as a Governor:

6.9.1 if he is under the age of 18 years; or

6.9.2 in circumstances such that, had he already been a Governor, he would have been disqualified from acting under the provisions of Article 8.

7. POWERS OF GOVERNORS

7.1 Subject to the provisions of the Act, the Charity's Memorandum of Association and these Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Governors who may exercise all the powers of the Charity. No alteration of the Memorandum of Association or these Articles and no such direction shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Governors by these Articles and a meeting of Governors at which a quorum is present may exercise all the powers exercisable by the Governors.

7.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under these Articles the Governors shall have the following powers, namely:

7.2.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of its objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;

7.2.2 to enter into contracts on behalf of the Charity.

8. DISQUALIFICATION AND REMOVAL OF GOVERNORS

8.1 A Governor shall cease to hold office if he:

8.1.1 ceases to be a member of the Charity;

8.1.2 ceases to be a Governor by virtue of any provision in the Act or is disqualified from acting as a Governor by virtue of section 72 of the Charities Act 1993;

8.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

8.1.4 resigns his office by notice to the Charity (but only if at least two Governors will remain in office when the notice of resignation is to take effect); or

8.1.5 ceases to hold office by virtue of any other provision in these Articles.

8.2 A Governor may also be removed from office by resolution of the Governors.

9. GOVERNORS' EXPENSES

9.1 The Governors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Governors or committees of Governors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration (other than any payment permitted by Clause 5 of the Memorandum of Association).

10. PROCEEDINGS OF GOVERNORS

10.1 Subject to the provisions of these Articles, the Governors may regulate their proceedings as they think fit. A Governor may, and the Secretary at the request of a Governor shall, call a meeting of the Governors. It shall not be necessary to give notice of a meeting to a Governor who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

10.2 The quorum for the transaction of the business of the Governors may be fixed by the Governors but shall not be less than one third of their number or two Governors, whichever is the greater.

10.3 The Governors may act notwithstanding any vacancies in their number, but, if the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies or of calling a general meeting.

10.4 The Governors shall elect one of their number to be Chairman and another of their number to be Deputy Chairman and may at any time remove from either such office the Governor so appointed. Unless he is unwilling to do so, the Chairman (or, in his absence, the Deputy Chairman) shall preside at every meeting of Governors at which he is present but if there is no Governor holding the office of Chairman or Deputy Chairman, or if the Governor holding either such office is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Governors present may appoint one of their number to be chairman of the meeting.

10.5 The following persons shall be entitled to attend and speak at any meeting of the Governors or of any committee of the Governors (unless the Governors shall ask them, or any of them not to be present or to withdraw), but shall not be entitled to a vote at any such meeting or to

be present when any question affecting their respective salaries or any other matter in which he or they may be financially interested is discussed:

10.5.1 the head teacher of the School (by whatever named called) if the head teacher is not a Governor;

10.5.2 the Secretary;

10.5.3 the bursar of the School (if other than the Secretary).

10.6 The Governors may appoint one or more committees consisting of two or more Governors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Governors would be more conveniently undertaken or carried out by a committee and may delegate such powers to any committee so appointed as are appropriate to enable the committee to undertake the functions for which it was appointed. Any committee so appointed shall in the exercise of any powers so delegated conform to any regulations imposed on it by the Governors. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles so far as applicable and so far as not superseded by any regulations made by the Governors. Notwithstanding the foregoing:

10.6.1 the Governors may not delegate the exercise of the borrowing powers of the Charity; and

10.6.2 all acts and proceedings of any such committee shall be fully and promptly reported to the Governors.

10.7 All acts done by a meeting of Governors, or of a committee of Governors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Governor or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Governor and had been entitled to vote.

10.8 A resolution in writing, signed by all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors, shall be as valid and effective as if it had been passed at a meeting of Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors.

- 10.9 Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity and shall be operated in accordance with such mandate as the Governors shall determine.

11. SECRETARY

- 11.1 Unless the Governors shall resolve to the contrary the bursar for the time being of the School shall be appointed as the Secretary. Subject to the provisions of the Act, the Secretary shall be appointed by the Governors for such term, at such remuneration and upon such conditions as they may think fit. Any Secretary so appointed may be removed by the Governors. The Secretary may not be a Governor.

12. MINUTES

- 12.1 The Governors shall keep minutes in books kept for the purpose:

12.1.1 of all appointments of officers made by the Governors; and

12.1.2 of all proceedings at meetings of the Charity and of the Governors and of committees of Governors including the names of the Governors present at each such meeting.

13. THE SEAL

- 13.1 The Seal shall only be used by the authority of the Governors or of a committee of Governors authorised by the Governors. The Governors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Governor and by the secretary or by a second Governor.

14. ACCOUNTS

- 14.1 Accounts shall be prepared in accordance with the provisions of the Act.

15. ANNUAL REPORT

- 15.1 The Governors shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual report and its transmission to the Commissioners.

16. ANNUAL RETURN

- 16.1 The Governors shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Commissioners.

17. NOTICES

- 17.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Governors need not be in writing.
- 17.2 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
- 17.3 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 17.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

18. INDEMNITY

- 18.1 Subject to the provisions of the Act, every Governor or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

19. RULES

- 19.1 The Governors may from time to time make such rules or bylaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bylaws regulate:
- 19.1.1 the admission and retirement of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

- 19.1.2 the conduct of members of the Charity in relation to one another, and to the Charity's staff;
 - 19.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - 19.1.4 the procedure at general meetings and meetings of the Governors and committees of the Governors in so far as such procedure is not regulated by these Articles;
 - 19.1.5 the procedure for appointment of Governors in so far as such procedure is not regulated by these Articles;
 - 19.1.6 generally, all such matters as are commonly the subject matter of company rules.
- 19.2 The Charity in general meeting shall have power to alter, add to or repeal the rules or bylaws and the Governors shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bylaws, which shall be binding on all members of the Charity Provided that no rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in, the Charity's Memorandum of Association or in these Articles.