

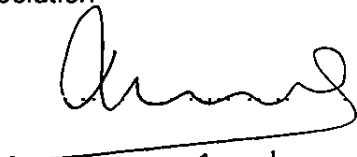
Company No. 00897432

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
RESOLUTION
OF
MALTMAN'S GREEN SCHOOL TRUST LIMITED**

At the Annual General Meeting of the above named Company duly convened and held at Maltman's Green School, Maltmans Lane, Gerrards Cross, Buckinghamshire, SL9 8RR, on Friday 6 December 2013 at 5 10pm, the following resolution was duly passed as a special resolution

"THAT the Articles of Association in the form of the draft annexed hereto be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association"

Signed



Dated

03/01/2014

Malcolm Irving (Company Secretary)

SATURDAY



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A11

04/01/2014

#295

COMPANIES HOUSE

No 897432

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

MALTMAN'S GREEN SCHOOL TRUST LIMITED

(Incorporated on 3 February 1967 under the Companies Act 1948)

GENERAL

- 1 The Name of the Company (hereinafter called "the Trust") is "MALTMAN'S GREEN SCHOOL TRUST LIMITED"
- 2 The Registered Office of the Trust will be situate in England
- 3 In these Articles the words standing in the first column of the following table shall bear the meaning set opposite to them in the second column, if not inconsistent with the subject or context -

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 2006
The Companies Acts	The Companies Acts – as defined in section 2 of the Act – insofar as they apply to the Trust
These Articles	These Articles of Association and the regulations of the Trust from time to time in force
The Commission	The Charities Commission for England and Wales
The Trust	The above named Trust
The Governing Body	The Governing Body for the time being of the Trust

The Registered Office	The registered office of the Trust
The Seal	The Common Seal of the Trust
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form
Electronic Form	Has the meaning given in section 1168 of the Act.
clear days	In relation to a 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

And words importing the singular number only shall include the plural number, and vice versa

Words importing the masculine gender only shall include the feminine gender, 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 Trust shall, if not inconsistent with the subject or context, bear the same meanings in these Articles

OBJECTS

- 4 The objects for which the Trust is established are
 - i To acquire carry on and develop the Undertaking of Maltman's Green School, Gerrards Cross, Bucks and the premises upon which such Undertaking is carried on
 - ii To acquire and carry on in the United Kingdom any boarding or day school or schools for the education of children of either sex or both sexes

POWERS

- 5 In furtherance of the above objects but not otherwise the Trustees shall have the following powers

- i To provide all appropriate books and equipment and boarding and other accommodation for teachers and students and visitors at any school owned by the Trust
- ii To offer scholarships, exhibitions, prizes and rewards and to make grants and allowances to students or prospective students at any school owned by the Trust
- iii. To offer scholarships and exhibitions and to make grants and allowances to any student or past student of any school owned by the Trust for the purpose of proceeding to any university or other educational establishment
- iv 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.
- v 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 owned by the Trust
- vi To carry on farming, dairy and poultry farming, stock breeding, market gardening, fruit farming and nurseries on any property of the Trust for the purpose of providing and supplying any school or schools of the Trust
- vii. To act as Trustees, Governors or managers of any real or personal property given or held upon Trust for educational purposes
- viii To accept gifts of any real or personal property for the general purposes of the Trust or for any particular purpose thereof
- ix To hold any securities or shares of, and to manage, and conduct, any corporation or company which carries on or intends to carry on any such school or schools as aforesaid.
- x To promote any charitable company or companies for the purpose of carrying on any school or schools
- xi To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary or convenient for the promotion of its objects, and to construction, maintain and alter any buildings or erections necessary or convenient for the work of the Trust
- xii To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust as may be thought expedient with a view to the promotion of its objects
- xiii To borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit and in particular by the issue of debentures or debenture stock charged upon all or any of the Trust's property.

- xiv To invest the monies of the Trust not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit, but subject nevertheless to such conditions (if any) and with such sanction (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- xv 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 Provided that the Trust shall not amalgamate, affiliate with or subscribe to any association, society or corporation which shall not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Trust under or by virtue of Article 5 hereof
- xvi Subject to Article 5 hereof to grant pensions, allowances and gratuities to past or present officers or servants of the Trust or to the dependants of such persons and to establish and maintain or participate in trust funds or schemes (whether contributory or non-contributory) for providing pensions or other benefits for any such persons as aforesaid and to insure the life of any person whose services are of value to the Trust in such sum as the Trust or the Governing Body thereof may deem expedient and to pay the requisite premiums for keeping such insurances on foot
- xvii To provide indemnity insurance for the officers of the Trust (comprising the Governing Body or any other officer of the Trust) in relation to -
 - (a) any liability that by virtue of any rule of law would otherwise attach to an officer of the Trust in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Trust,
 - (b) the liability to make a contribution to the Trust's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)

but provided that the following liabilities are excluded from paragraph (a)

- (i) fines,
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the officer of the Trust,
- (iii) liabilities to the Trust that result from conduct that the officer knew or must be assumed to have known was not in the best interests of the Trust or about which the person concerned did not care whether it was in the best interests of the Trust or not

and there is excluded from paragraph (b) any liability to make such a contribution where the basis of the officer's liability is his or her knowledge prior to the insolvent liquidation of the Trust (or reckless failure to acquire

that knowledge) that there was no reasonable prospect that the Trust would avoid going into insolvent liquidation

- xviii To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them

Provided always and it is hereby declared that the Trust exists only for the purposes which are both charitable and educational and notwithstanding anything hereinbefore contained nothing shall be an object of the Trust which is not both a charitable and an educational object

Provided also that the Trust 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 Trust would make it a Trade Union

Provided also that in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust 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 Governing Body of the Trust 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 Governing Body have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts the Trust shall only deal with the same in such manner as may be allowed by law, having regard to such trusts.

- 6 The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Trust
- 7 Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Trust, or to any member of the Trust in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding seven per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust, but so that no member of the Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provisions last aforesaid shall not apply to any payment to any company of which a member of the Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital,

and such member shall not be bound to account for any share of profits he may receive in respect of any such payment

MEMBERS

- 8 The liability of the members is limited
- 9 The provisions of Section 113 of the Act shall be observed by the Trust, and every Member of the Trust shall either sign a written consent to become a member or sign the Register of Members on becoming a member
- 10 The Trust is established for the purposes expressed in the Articles
- 11 Such persons as the Governing Body shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust provided always that there shall at no time be more than 20 members of the Trust
- 12 No person shall be admitted a member of the Trust unless he is a member of and approved by the Governing Body and the Governing Body shall have absolute discretion as to the admission of any person
- 13 Membership is not transferable
- 14 The Governing Body must keep a register of names and addresses of the members, and in accordance with section 116 of the Act will make the register available to member of the Trust and the public as required
- 15 Membership is terminated if:
 - i the member dies,
 - ii the member resigns by giving to the Trust notice in writing to that effect in such form as the Governing Body shall require unless, after the resignation there would be less three members,
 - iii the member is removed from membership by a resolution of the Governing Body that it is in the best interests of the Trust that his membership is terminated A resolution to remove a member from membership may only be passed if
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Governing Body at which the resolution will be proposed and the reasons why it is to be proposed, and
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Trust) has been allowed to make representations to the meeting

GENERAL MEETINGS

- 16 The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Governing

Body, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting

- 17 All meetings, other than Annual General Meetings shall be called General Meetings
- 18 The Governing Body may whenever they think fit convene a General Meeting, and a General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Sections 303 and 304 of the Act
- 19 Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a special resolution and fourteen clear days' notice in writing at least of every other General Meeting (exclusive in every 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 Trust
- 20 If the meeting is to be an Annual General Meeting the notice must clearly state as such. A notice of an Annual General Meeting or a General Meeting must contain a statement setting out the rights of members to appoint a proxy under Section 324 of the Companies Act and Article 39
- 21 A General Meeting may be called by shorter notice if 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% of the total voting rights, and may be convened by such notice as those members may think fit.
- 22 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

PROCEEDINGS AT GENERAL MEETINGS

- 23 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business Save as herein otherwise provided, three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting shall be a quorum
- 24 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the General Meeting, if convened on the requisition of members, shall be dissolved In any other case it shall stand adjourned to such time and place as the Governing Body 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
- 25 The Governing Body must reconvene the General Meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

26. The Chairman (if any) of the Governing Body shall preside as Chairman at every General Meeting, but 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 in person or by proxy and entitled to vote, shall choose some member of the Governing Body, or if no such member be present, or if all the members of the Governing Body present decline to take the chair, they shall choose some member of the Trust who shall be present to preside
27. The Chairman may with the ordinary consent of the members present in person or by proxy at any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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.
28. 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 and having the right to vote at the meeting, 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 Trust 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
29. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the person who is chairing the meeting If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
30. Subject to the provisions of Article 31, if a poll be demanded in the 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.
31. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment
32. A poll demanded on any other question must be taken either immediately or at such time and place as Chairman directs
33. A poll must be taken within thirty days after it has been demanded If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

- 34 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
- 35 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

- 36 Subject as hereinafter provided, every member shall have one vote
- 37 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 Chairman shall be final
- 38 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every sum (if any) which shall be due and payable to the Trust 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
- 39 Votes may be given on a poll either personally or by proxy A member present only by proxy may vote on a show of hands A proxy need not be a member

WRITTEN RESOLUTIONS

- 40 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
- i a copy of the proposed resolution has been sent to every eligible member,
 - ii 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
 - iii it is contained in an authenticated document, as set out in section 1146 of the Act, which has been received at the Registered Office within the period of 28 days beginning with the circulation date
- 41 A resolution in writing may comprise several copies to which one or more members have signified their agreement

THE GOVERNING BODY

- 42 A member of the Governing Body must be a natural person aged 18 years or older and no one may be appointed as a member of the Governing Body if he or she would be disqualified from acting under the provisions of Article 61
- 43 Until otherwise determined by a General Meeting, the number of the members of the Governing Body shall not be less than seven nor more than 20

44 No person who is a headmaster or assistant master of a school owned by the Trust and no person who is otherwise in receipt of a salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by Article 5) shall be eligible for membership of the Governing Body

45 A member of the Governing Body may not appoint anyone to act on his or her behalf at meetings of the Governing Body

POWERS OF THE GOVERNING BODY

46 The business of the Trust shall be managed by the Governing Body who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust, all such acts as may be exercised and done by the Trust, and as are not by Statute or by these Articles required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these Articles to the provisions of the statutes for the time being in force and affecting the Trust and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Trust in General Meeting but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Governing Body which would have been valid if such regulation had not been made

Provided that

1 The Governing Body shall not deliberate upon or negotiate the acquisition of nor shall the Trust acquire whether by purchase or gift or otherwise any school of which a member for the time being of the Governing Body is the proprietor or one of the proprietors or in which he is financially interested, and

11 The Governing Body shall not deliberate upon or negotiate nor shall the Trust make or execute any service agreement with a headmaster or assistant master or other person who is for the time being a member of the Governing Body.

47 The members for the time being of the Governing Body may act notwithstanding any vacancy in their body, provided always that in case the members of the Governing Body shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Governing Body for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose

48 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of Governing Body

SECRETARY

49 The Secretary shall be appointed by the Governing Body 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 Governing Body 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

THE SEAL

- 50 The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Governing Body and in the presence of at least two members of the Governing Body and of the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed

APPOINTMENT AND ROTATION OF MEMBERS OF THE GOVERNING BODY

- 51 Subject to Articles 52 and 53, Members of the Governing Body shall be elected by a resolution of the Trust for a minimum period of six years (two terms of three years) and a maximum period of nine years (three terms of three years).
- 52 At each Annual General Meeting of the Trust, one third of the members of the Governing Body for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
- 53 The members of the Governing Body to retire shall be those who have been longest in the office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment
- 54 A retiring member of the Governing Body shall be eligible for re-election, and his name may be submitted to the meeting and he may be re-elected without any notice having been given of intention to propose him for election, providing that the retiring member has not exceeded the maximum term of nine years. If the maximum term of nine years has been exceeded, then where special skills exist and/or it is both desirable and in the best interests of the Trust to maintain a member of the Governing Body beyond the nine year term, the Governing Body may continue to re-elect a member of the Governing Body on an annual basis if agreed by a resolution of the members of the Trust
- 55 The Trust may, at the meeting at which a member of the Governing Body retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member 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 member shall have been put to the meeting and lost.
- 56 No person not being a member of the Governing Body retiring at the meeting shall, unless recommended by the Governing Body for election, be eligible for election to the Governing Body at any General Meeting, unless not less than fifteen nor more than twenty one clear days 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. Such notice must contain the details that, if the person were to be appointed, the Trust would have to file at Companies House

- 57 All members who are entitled to receive notice of a General Meeting must be given not less than seven nor more than twenty one clear days' notice of any resolution to be put to the meeting to appoint a member of the Governing Body other than a member of the Governing Body who is to retire by rotation
- 58 The Trust may from time to time in General Meeting increase or reduce the number of members of the Governing Body and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase
- 59 Any casual vacancy occurring in the Governing Body may be filled up by the members of the Governing Body, but any person so chosen shall only retain his office until the next Annual General Meeting of the Trust, when he shall retire, but he shall be eligible for re-election
- 60 In addition and without prejudice to the provisions of Section 168 of the Act, the Trust may by special resolution remove any member of the Governing Body before the expiration of his period of office, and may by any resolution of the Trust appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

DISQUALIFICATION OF MEMBERS OF THE GOVERNING BODY

61. The office of a member of the Governing Body shall be vacated:
- i If he ceases to be a member of the Governing Body by virtue of any provision in the Act,
 - ii If 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);
 - iii If a receiving order is made against him or he makes any arrangement or composition with his creditors,
 - iv If he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
 - v If he ceases to be a member of the Trust;
 - vi If by notice in writing to the Trust he resigns his office,
 - vii If he is prohibited by law from being a director, and
 - viii If he is removed from office by a resolution duly passed pursuant to Section 168 of the Act or Article 60

PROCEEDINGS OF THE GOVERNING BODY

- 62 The Governing Body may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business Unless otherwise determined three shall be a quorum Questions arising at any meeting shall be decided by a majority of votes In case of an equality of votes the Chairman shall have a second or casting vote
- 63 A member of the Governing Body may, and on the request of a member of the Governing Body the Secretary shall at any time, summon a meeting of the Governing Body by notice served upon the several members of the Governing Body A member of the Governing Body who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of a meeting
64. The Governing Body shall from time to time elect a Chairman and may from time to time elect a Deputy-Chairman and the Chairman shall be entitled to preside at all meetings of the Governing body at which he shall be present, and the Governing Body may determine for what period the Chairman and the Deputy-Chairman are to hold office
- 65 If no 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 Deputy-Chairman (if any) and if present shall preside, and in default the members of the Governing Body shall choose one of their number to be Chairman of the meeting
- 66 A meeting of the Governing Body at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Governing Body generally
- 67 A resolution in writing signed or in electronic form agreed by a simple majority of all the members for the time being of the Governing Body or of any committee of the Governing Body who are duly entitled to receive notice of a meeting of the Governing Body or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Governing Body or of such committee duly convened and constituted provided that
- i a copy of the resolution is sent or submitted to all the members of the Governing Body eligible to vote; and
 - ii. a simple majority of the members of the Governing Body has signified its agreement to the resolution in an authenticated document or documents which are received at the Registered Office within the period of 28 days beginning with the circulation date.
- 68 A resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more members of the Governing Body has signified their agreement

DELEGATION OF THE POWER OF THE GOVERNING BODY

- 69 The Governing Body may delegate any of their powers to committees consisting of such member or members of the Governing Body as they think fit, and any committee so framed, shall in the execution of the powers so delegated conform to any regulations imposed on it by the Governing Body. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Governing Body so far as applicable and so far as the same shall not be superseded by any regulations made by the Governing Body as aforesaid.
- 70 All acts bona fide done by any meeting of the Governing Body or of any committee of the Governing Body, or by any person acting as a member of the Governing Body shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Governing Body.
- 71 The Governing Body shall cause proper minutes to be made of all appointments of officers made by the Governing Body and of the proceedings of all meetings of the Trust and of the Governing Body and of committees of the Governing Body, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 72 The Governing Body may revoke or alter a delegation and all acts and proceedings of any committees must be fully and promptly reported to the Governing Body.

DECLARATION OF GOVERNERS' INTEREST

- 73 A member of the Governing Body must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Trust or in any transaction or arrangement entered into by the Trust which has not previously been declared. A member of the Governing Body must absent himself from any discussion of the Governing Body in which it is possible that a conflict will arise between his duty to act solely in the interests of the Trust and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTERESTS

- 74 If a conflict of interests arises for a member of the Governing Body 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 members of the Governing Body may authorise such a conflict of interest where the following conditions apply:
- i the conflicted member of the Governing Body is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

- ii the conflicted member of the Governing Body does not vote on any such matter and is not to be counted when considering whether a quorum of the Governing Body is present at the meetings, and
- iii the unconflicted members of the Governing Body consider it is in the interests of the Trust to authorise the conflict of interests in the circumstances applying

75 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 member of the Governing Body or to a connected person.

VALIDITY OF DECISION OF THE GOVERNING BODY

76 Subject to Article 77, all acts done by a meeting of the Governing Body, or of any committee of the Governing Body, shall be valid notwithstanding the participation in any vote of a member of the Governing Body

- i who was disqualified from holding office,
- ii who had previously retired or who had been obliged by the constitution to vacate office,
- iii who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without

- iv the vote of that member of the Governing Body, and
- v that member of the Governing Body being counted in the quorum;

the decision has been made by a majority of the Governing Body at a quorate meeting.

77 Article 76 does not permit a member of the Governing Body or a connected person to keep any benefit that may be conferred upon him by a resolution of the Governing Body or any committee of the Governing Body if, but for Article 76, the resolution would have been void, or if the member of the Governing Body has not complied with Article 73

MINUTES

78 The Governing Body must keep minutes of all

- i appointments of officers made by the Governing Body,
- ii proceedings at meetings of the Trust,
- iii meetings of the Governing Body and any committees of the Governing Body including:

- (a) the names of the members of the Governing Body present at the meeting,
- (b) the decisions made at the meetings, and
- (c) where appropriate the reasons for the decisions

PENSION FUND

- 79 The Governing Body if they think fit may establish a pension fund or scheme (in accordance with regulations to be framed by them) for the purpose of providing pensions for the staff of the School or any sum member of the staff or any other employees of the Trust and may make such contributions to such fund/or scheme out of the surplus income of the Trust as they may think fit

BORROWING POWERS

80. The Governing Body may raise or borrow money for the purpose of the Trust's business from a member of the Governing Body or from any other person, and may secure the repayment of the same together with any interest and premium thereon, by mortgage or charge fixed or floating upon the whole or any part of the assets and property of the Trust, present or future, and may issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Trust or not so charged, and in connection therewith may take out and keep on foot sinking fund or redemption policies
- 81 The register of mortgages shall be open to inspection by any creditor or member of the Trust without payment, and by any other person on payment of the sum of one shilling for each inspection.
- 82 A register of the holders of the debentures or debenture stock of the Trust shall be kept at the Registered Office and shall be open to the inspection of the registered holder of any such debentures or stock and of any member of the Trust subject to such restrictions as the Trust in General Meeting may from time to time impose The Governing Body may close the said register for such period or periods as they may think fit not exceeding in the aggregate thirty days in each year
- 83 If the members of the Governing Body or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Trust, the members of the Governing Body may execute or cause to be executed any mortgages or security over or affecting the whole or any part of the assets of the Trust by way of indemnity to secure the members of the Governing Body or persons so becoming liable as aforesaid from any loss in respect of such liability

ACCOUNTS

- 84 The Governing Body shall cause proper books of account to be kept with respect to
- i All sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place,
 - ii All sales and purchases of goods by the Trust; and

- iii The assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Trust and to explain its transactions

The accounting records must be kept as required by the Companies Acts

- 85 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 successor and adhere to the recommendation of applicable Statements of Recommended Practice
- 86 The books of account shall be kept at the Registered Office or at such other place or places as the Governing Body shall think fit, and shall always be open to the inspection of the members of the Governing Body, and to members of the Trust and members of the public on request.
- 87 The Trust in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Governing Body, of the accounts and books of the Trust, or any of them, and subject to such restrictions the accounts and books of the Trust shall be open to the inspection of such members at all reasonable times during business hours
- 88 At the Annual General Meeting in every year the Governing Body shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than four months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Governing Body and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required at law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served

ANNUAL REPORT & RETURN AND REGISTER OF CHARITIES

- 89 The Governing Body must comply with the requirements of the Charities Act 1993 with regard to the
 - i transmission of the statements of account to the Trust,
 - ii. preparation of an Annual Report and its transmission to the Commission;
 - iii preparation of an Annual Return and its transmission to the Commission
- 90 The Governing Body must notify the Commission promptly of any changes to the Trust's entry on the Central Register of Charities.

AUDIT

- 91 Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors

NOTICES

92. Subject to the Articles, anything sent or supplied by or to the Trust under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required to be sent or supplied to the Trust
- 93 Subject to the Articles, any notice or document to be sent or supplied to a member of the Governing Body in connection with the taking of decisions by the Governing Body may also be sent or supplied by the means by which that member of the Governing Body has asked to be sent or supplied with such notices or documents for the time being.
- 94 Any notice to be given to or by any person pursuant to the Articles must be in writing or must be given in electronic form
- 95 A notice may be served by the Trust 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, or by leaving it at the address of the member, or by giving it in electronic form to the member's address
- 96 Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, 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 Trust
- 97 A member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 98 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- 99 Proof that an electronic form of notice was given shall be conclusive where the Trust can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act
- 100 In accordance with section 1147 of the Act, notice shall be deemed to be given
- i 48 hours after the envelope containing it was posted, or
 - ii in the case of an electronic form of communication, 48 hours after it was sent.

INDEMNITY

- 101 The Trust shall indemnify the Governing Body or other officer or auditor of the Trust against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the officer or in which the officer is acquitted or in connection with any application in which relief is granted to the officer by the from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust, to the extent permitted by sections 232 to 234 of the Act. Subject to the restrictions in Article 5(xvii), an officer of the Trust may benefit from indemnity insurance cover purchased at the Trust's expense

DISSOLUTION

- 102 Every member of the Trust undertakes to contribute to the assets of the Trust 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 Trust contracted before he ceases to be a member, and 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
- 103 If upon the winding up or dissolution of the Trust 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 Trust, but shall after due provision has been made for the continuance of any pensions or allowances to retired employees of the Trust in accordance with any pension scheme for the time being in force at the date of liquidation, and after payment to every member of the staff of the School (whether engaged in teaching or other kind of work) who shall have been employed by the Trust for more than two consecutive years before the date of liquidation in addition to any sum already owing to him or her any sum in accordance with any contract with each such member of the staff, be given or transferred to some other institution or institutions having objects similar to the objects of the Trust, 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 Trust, such institution or institutions to be determined by the members of the Trust 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 being also an educational object
- 104 In no circumstances shall the net assets of the Trust be paid to or distributed among the members of the Trust (except to a member that is itself a charity) and if no resolution in accordance with Article 102 is passed by the members of the Governing Body the net assets of the Trust shall be applied for charitable purposes as directed by the Court of the Commission