

THE COMPANIES ACT 1985, 1989 and 2006

COMPANY LISTED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

HOLME GRANGE LIMITED (**Company**)

ARTICLES OF ASSOCIATION

COMPANY NUMBER: 00900240

THURSDAY



1.

- a. The Regulations contained in Table A to the Schedule to the Companies (Tables A to F) Regulations 1985 as amended shall not apply to the Company.
- b. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

<u>Words</u>	<u>Meanings</u>
These Articles	These Articles of Association of the Company from time to time in force.
The Association	The above named Company.
The Governors	The Governors for the time being of the Association.
The Board of Governors	The Board of Governors for the time being of the Association.
Member	A Member of the Association as defined in Articles 4 and 5.
The Registered Office	The Registered Officer for the time being of the Association.
The Seal	The common seal of the Association.
The Statutes	The Companies Act 1985, 1989 and 2006 and every other Act for the time being in force concerning companies and affecting the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

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.

Words importing persons shall include corporations.

A handwritten signature in black ink, appearing to be 'A. J. H.', followed by the date '24/6/20'.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. The Association is established for the purposes expressed in the Memorandum of Association.

Members

3. The number of Members of the Association shall be limited and the Governors may from time to time determine such classes of membership as the Governors shall see fit providing that the classification of such membership is designed to further the aims and objects of the Association.

4. The following persons shall be Members:-

- a. the subscribers to the Memorandum of Association;
- b. the Governors on appointment or election;
- c. such other persons as the Governors shall admit to membership in accordance with the provisions of Article 5.

5.

- a. Membership shall be open to anyone the Governors, by a majority vote, agree will further the aims and objectives of the Association
- b. Applications for membership shall in such form as the Governors may from time to time prescribe. An application for membership shall be approved or rejected by the Governors who shall not be bound or required to give any grounds or reasons for the rejection on an applicant.

6. A person shall automatically cease to be a Member if not fewer than three fourths of the Governors present at a meeting called to consider the case shall at any time resolve that the continuance of the membership of any Member will in their opinion be prejudicial to the interests of the Association provided always that no resolution passed by the Governors at any such meeting under the provisions of this paragraph shall have validity or effect unless the Member in question shall have been given not less than 21 days' notice of and the right to attend at the meeting and to be heard in his defence.

A person ceasing to be a Member under the provisions of this Article shall be notified in writing by the Governors to that effect and shall not be eligible for readmission as a Member unless otherwise determined by the Governors.

7. Any Member may by notice in writing addressed to and delivered at the Registered Office resign his membership.

8. The Association shall keep a Register of Members in accordance with the Statutes.

General Meetings

9. The Governors may, whenever they think fit, convene a general meeting. General meetings shall also be convened on request of such number of the Members, or, in default, may be convened by those Members or such proportion of them, as provided by Section 303 of the Companies Act 2006.

Notice of General Meetings

10. A General meeting shall be called by not less than 14 days' notice in writing. Such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such manner, as may be prescribed by the Association in general meeting to such persons as are, under these Articles, entitled to receive such notices from the Association.

Provided that a general meeting of the Association shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed by a majority in number of the Members having a right to attend the vote at the meeting, being a majority together representing not less than ninety five percent of the total voting rights at the meeting of all the Members.

11. The accidental omission to give notice to a general meeting to, or the non receipt of notice of a general meeting by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

12. 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 five Members present in person shall be a quorum.

13. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Governors shall appoint, 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.

14. The Chairman of the Board of Governors shall preside as Chairman at every general meeting but if the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or in unwilling to preside the Members present shall choose a Governor or, if no Governor is present, or if all the Governors present decline to take the chair, they shall choose some Member who shall be present and willing to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

16. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to be given any notice of any adjournment or of the business to be transacted at an adjourned meeting.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands poll be demanded by the Chairman, or by at least three Members present in person or by proxy, or by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting power of all Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on show of hands been carried, or has been carried unanimously or by a particular majority or lost, or not carried by a particular majority, coupled with an entry to that effect in the Minute Book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
18. If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
19. A demand for a poll may be withdrawn.
20. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
21. In the case of an equality of votes, whether on a show of hands or on a poll, or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
22. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded.
23. Subject to the provisions of the Statutes a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting duly convened and held.

Votes of Members

24. Subject as hereinafter provided every Member shall have one vote.
25. Votes may be given on a show of hands or on a poll either personally or by proxy provided that on a show of hands a proxy for a Member or Members shall have one vote only however many proxies he holds and whether or not he himself is a Member.
26. A proxy shall be appointed by an instrument in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a Member and shall have the same right to speak as the Member appointing him.

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified or office copy of that power or authority shall be deposited at the Registered Office or at such place within England or Wales as is specified for that purpose in the notice convening 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 proposed to vote or in the case of a poll not less than 48 hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid.
28. An instrument appointment a proxy shall be in the following form or a form near thereto as circumstances admit:-

Form of Proxy

I, of being a Member of the above named Association hereby appoint _____ of _____ or failing him _____ of _____ as my proxy to vote for me on my behalf at the general meeting of the Association to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Dated this _____ day of _____ 20____

Signature of the Appointor

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

The Governors

29. Unless otherwise determined by the Association in general meeting the number of Governors shall be not fewer than seven with a maximum of twelve.
30. Subject as provided in clause 4 of the Memorandum of Association of the Association the Association may from time to time and at any time appoint any Member or other person who is willing to accept membership as a Governor to fill a casual vacancy or by way of addition to the existing Governors. Any Member so appointed shall retain his office only until the general meeting but he shall then be eligible for re-election.
31. No person who is neither a Member nor willing to accept membership shall in any circumstances be eligible to hold office as a Governor.
32. Each member of the Board of Governors shall be paid of the funds of the Association all out of pocket expenses incidental to travelling to and from meetings of the Board of Governors he shall attend, but save as aforesaid, the members of the Board of Governors shall discharge their duties as such without remuneration.

Powers and duties of the Governors

33. The affairs and property of the Association shall be controlled and managed by the Governors. They may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Statutes or these Articles required to be exercised or done by the Association in general meeting, subject nevertheless to the regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with aforesaid regulations and provisions as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the Governors which would have been valid if such regulation had not been made.
34. Without prejudice to the general powers conferred by the preceding Article and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Governors shall be entrusted with the following powers, namely:-
- a. To pay all or any part of the costs, charges and expenses preliminary and incidental to the formation and establishment of the Association.
 - b. To purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as they think fit.
 - c. At their discretion to pay for any property or rights acquired by or services rendered to the Association, either wholly or partially in cash or in bonds, debentures or other securities of the Association.
 - d. To secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge of all or any of the property and rights of the Association or in such a manner as they may think fit.
 - e. To appoint and, at the discretion, remove or suspend such headteachers, deputy headteachers, masters, mistresses, instructors, managers, bursars, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
 - f. To appoint any person or persons to accept and hold in trust for the Association any property belonging to the Association or in which it is interested, and to execute and do all such deeds and things as may be requisite to vest the same in person or persons.
 - g. To execute in the name and on behalf of the Association such mortgages, charges and other securities on the Association's property, present and future, as they think fit, in favour of any member of the Board of Governors who may incur or be about to incur any personal liability, whether as principal or surety, for the benefit of the Association, and such instrument may contain a power of sale and such other powers, covenants and provisions as may be agreed on.
 - h. To institute, conduct, defend or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association and also

to compound and allow time for the payment or satisfaction of any debts due and of any claims or demands by or against the Association.

- i. To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.
 - j. To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association.
 - k. In their discretion to make regulations whereby the donors to the Association of sums of money or subscriptions for any purposes of the Association shall have rights of nomination of pupils at the School with or without rights to reduction in school fees in respect of such rights of nomination and upon such terms and conditions as the Board of Governors may think fit.
 - l. When they think fit to admit without or at reduced fees pupils in the School particularly in any exceptional or deserving cases and especially children of parents who are old pupils of the School or parents having more than one child at the School.
 - m. From time to time to make all such regulations and byelaws as they think proper with regard to :-
 - i. the School terms, vacations and fees; and
 - ii. the other affairs and concerns of the Association, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient: provided that the same do not contravene any of the provisions herein contained and provided that no byelaws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a special resolution passed in accordance with the provisions of Section 21 of the Companies Act 2006.
 - n. To invest the headteacher or deputy headteacher with all or any of the powers in this article mentioned as they may think expedient.
35. The Governors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Governors to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Governors may think fit and may also authorise any attorney to delegate all or any of the powers, authorities and discretions vested in him.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Governors shall from time to time by resolution determine.

37. The Governors shall cause proper minutes to be made in books provided for the purpose of the names of Governors present at such meeting of the Governors and of any committee of Governors and of all resolutions passed at and proceedings of all meetings of the Association the Governors and committees of Governors. Such minutes, if purporting to be signed the Chairman of such meetings, or by the Chairman of the next succeeding meeting of the same body shall be sufficient evidence without further proof of the facts therein stated.

Disqualification of Governors

38. The office of Governor shall be vacated:-

- a. if a receiving order is made against him or he makes any arrangement of composition with his creditors;
- b. if he becomes prohibited from holding such office by reason of any order made under the Statutes;
- c. if he becomes of unsound mind;
- d. if he ceases to be a Member, whether by resignation or otherwise;
- e. if by notice in writing to the Association he resigns his officer;
- f. forthwith if a resolution is passed by not fewer than three fourths of the Governors entitled to attend and vote at a meeting of the Governors called to consider the removal of a Governor;
- g. if he ceases to hold office by virtue of any provision of the Statutes.

39. No person shall be or become incapable of being appointed a Governor by reason of his having attained the age of seventy years or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person and no Governor shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

40. A member of the Board of Governors shall not be disqualified by his office from entering into contracts, arrangements or dealings with the Association, nor shall any contract, arrangement or dealing with the Association be voided, nor shall a member of the Board of Governors be liable to account to the Association for any profit arising out of any contract, arrangement or dealing with the Association by reason of such member of the Board of Governors being a party to or interested in or deriving profit from any such contract, arrangement or dealing and being at the same time a member of the Board of Governors of the Association, provided that such member of the Board of Governors disclose to the Board of Governors at or before the time when such contract, arrangement or dealing is determined upon, his interest therein or, if his interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board of Governors the fact that he has acquired such interest. But, no member of the Board of Governors shall vote as a member of the Board of Governors in regard to such contract, arrangement or dealing in which

he is interested or upon any matter arising thereout, or if he shall so vote, his vote shall not be counted, nor shall he be reckoned for the purposed of constituting a quorum of the Board of Governors.

Rotation of Governors

41. At the next general meeting which is held after 24th November in every year one third of the Governors or if their number is not three or multiple of three, then the number nearest to one third shall retire from office. A retiring Governor shall retain his office until the dissolution or adjournment of the meeting at which he retires.
42. The Governors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Retiring Governors shall be eligible for re-election.
43. The Association may at any general meeting fill the vacated office of each retiring Governor by electing a person thereto.
44. No person shall be eligible for election as a Governor at any general meeting unless:-
 - a. Not less than six weeks before the said meeting his name and nomination shall have been given to the Association by notice in writing left at the Registered Office and signed by three Members and there shall also have been left at the Registered Office notice in writing signed by such person of his willingness to be elected as a Governor and (if not already a Member) to become a Member; and
 - b. his nomination complies with the requirements laid down by the Memorandum and Articles of Association.
45. The Association may from time to time in general meeting increase or reduce the number of Governors and may make the appointments necessary for effecting any such increase.
46. In addition and without prejudice to the provisions of Section 168 of the Companies Act 2006 the Association may, by Ordinary Resolution, remove any Governor before the expiration of his period of office and may, by Ordinary Resolution appoint another Member in his stead.
47. The Governors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit but so that no less than three meetings shall be held in each year and not more than five months shall elapse between the date of one meeting and that of the next. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall have a second or casting vote. Any two Governors may at any time, summon a meeting of the Governors. A Governor who is out of the United Kingdom shall not be entitled to notice of a meeting.
48. A meeting of the Governors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Governors generally.

49. The Governors may from time to time determine to quorum necessary for the transaction of business. Unless otherwise determined, five Governors shall be a quorum.
50. The continuing Governors may act notwithstanding any vacancy in their body provided always that in case, the number of Governors shall at any time be or be reduced to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act for the purpose of filling up vacancies in their body or of summoning a general meeting but not for any other purpose.
51. The Chairman of the Governors shall be entitled to preside at all meetings of the Governors but if at any meeting the Chairman is not present, within five minutes after the time appointed for holding the same, or is present but unwilling to preside, the Governors present shall choose one of their number to be Chairman of the meeting.
52. The Governors may from time to time and at any time delegate any of their powers to committees consisting of such Governors or Members as they think fit. No person who is neither a Member nor willing to accept membership shall be eligible to be a member of a committee. Any committee so formed shall, in exercise of the powers so delegated, conform to any regulations imposed on it by the Governors and shall be required to report its proceedings to the Governors as soon as possible.
53. All acts bona fide done by the Governors or any committee 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 Governor or member of the committee as the case may be.
54. The Governors or any committee may by a majority agree to invite additional persons to attend their meetings for special purposes but such additional persons shall not have the right to vote.

Pension Fund

55. The Board of Governors if they think fit may establish a pension fund (in accordance with regulations to be framed by them) for the purposes of providing pensions for the staff of the School or any such member of the staff or any other employees of the Association, and may make such contributions to such fund out of the profits of the Association as they think fit.

Chairman and Patron

56. The Governors shall have power from time to time to appoint and remove such person or persons (whether or not a Member or Members) as they shall think fit to be President and one or more Vice Presidents and such person or persons (whether or not a Member or Members) as they think fit to be the Patron or Patrons of the Association.
57. The Governors shall elect annually from among their number a Chairman, who shall hold office as such until the commencement of the first meeting of the Governors held after the general meeting

next following the first anniversary of the date of his appointment when he shall retire. A Chairman so retiring shall (so long as he remains a Governor) always be eligible for re-election.

Seal

58. The Governors shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Governors and in the presence of any two Governors and the said two Governors 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 Association such signatures shall be conclusive evidence of the fact the Seal has been properly affixed.

Religious Instruction

59. Christian religious instruction shall be given at the School but the School and all its benefits, including scholarships and exhibitions shall be open to pupils of any creed.

Profits of the Association

60. The profits of the Association shall be applied solely towards the promotion of all of any of the objects of the Association as set out in the Association's Memorandum of Association or these Articles as the Governors may from time to time think fit (and in particular the Governors shall have power to transfer all or any part of such profits to trustees to be applied by them for the advancement of education in such manner they shall think best) with power to the Governors to create a reserve fund or reserve funds to be applicable for all or any such purposes, and, pending any such application, any reserve fund may at the discretion of the Governors either be employed in the business of the Association or be invested from time to time in such investment as the Governors may think fit.

Borrowing Powers

61. The Governors may raise or borrow money for the purpose of the Association's business from a member of the Board of Governors or from any other person, and may secure the repayment of the same, together with any interest and premium thereon, by mortgage or charge upon the whole or any part of the assets and property of the Association, present and future, and may issue bonds, debentures or debenture stock, either charged upon the whole or part of the assets and property of the Association or not so charged, and in connection therewith may take out and keep on foot sinking fund or redemption policies.
62. The register of the mortgages shall be open to inspection by any creditor or member of the Association without payment and by any other person at the discretion of the Governors.
63. A register of holders of the debentures or debenture stock of the Association shall be kept at the office and shall be open to the inspection of the registered holder of any such debentures or stock and of any member of the Association subject to such restrictions as the Association in general meeting may from time to time impose. The Governors may close the said register for such period or periods as they think fit not exceeding in the aggregate thirty days in each year.

64. If any of the Governors or any other person shall become personally liable for the payment of any sum primarily due from the Association, the Governors may execute or cause to be executed any mortgages or security over or affecting the whole or any part of the assets of the Association by way of indemnity to secure the Governors or persons so becoming liable as aforesaid from any loss in respect of such liability.

Accounts

65. The Governors shall cause proper accounting records to be kept in accordance with the Statutes.
66. The accounting records shall be kept at the Registered Office or, subject to Section 388 of the Companies Act 2006, at such other place or places as the Governors shall think fit and shall always be open to the inspection of any Governor.
67. The Governors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records and books of the Association or any of them shall be open to the inspection of Members not being Governors and no Member (not being a Governor) shall have any right of inspecting any accounting record or book or document of the Association except as conferred by the Statutes or authorised by the Governors or by the Association in general meeting.
68. The Governors shall from time to time in accordance with the Statutes, cause to be prepared and laid before the Association in general meeting such income and expenditure, accounts, balance sheets, group accounts (if any) and reports as are required by the Statutes.
69. A copy of every balance sheet, including any document required by law to be annexed thereto, which is laid before the Association in general meeting, together with a copy of the Auditor's report, shall not less than 14 clear days before the date of the meeting be sent to the Auditors and to every Member and every holder of debentures of the Association provided always that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

Audit

70. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

Notices

71. A notice may be given by the Association to any Member either personally or by sending it by post to him to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and to have been effected, in the case of a notice of a meeting, at the expiration of twenty four hours after the letter containing the same is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

72. Notice shall be given in any manner hereinbefore authorised of every general meeting to every Member except those Members whose addresses are unknown or who have no known address in the United Kingdom, and to the President and Vice President and Patrons (if any) and the Auditors for the time being of the Association. No other persons shall be entitled to receive notices of general meetings

Winding Up

73. The provisions of clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

Indemnity

74. Subject to the provisions of the Statutes every Governor and every member of any committee and every officer and servant of the Association shall be entitled to be indemnified out of the assets of the Association against all losses and liabilities incurred by him in or about the execution of his office or otherwise in relation thereto, provided that nothing in this Article shall entitle him to any indemnity against liability arising through negligence or fraud or similar actions on his part.