

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
NEWCASTLE SCHOOL FOR BOYS

INTERPRETATION



RM

15/01/2014

#57

1 1 In these Articles the following expressions shall have the following meanings

"the Act"	the Companies Act 2006 including any statutory modification or re-enactment for the time being in force,
"Articles"	these Articles of Association,
"Bursar"	the person employed by the Charity as Bursar from time to time,
"Board"	the board of Governors from time to time,
"Chairman"	the Chair of the Charity appointed by the Governors pursuant to Article 57 ;
"Charity"	the above named company,
"Clear Days"	in relation to the period of a notice means that 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 intended to take effect,
"Commission"	The Charity Commissioners of England and Wales,
"Deputy Chairman"	the Deputy Chairman of the Charity appointed by the Governors pursuant to Article 60 ;
"Governors"	the directors for the time being of the Charity for the purposes of the Act and appointed and holding office in accordance with these Articles The Governors are charity trustees as defined by section 97 of the Charities Act 1993,

"Head"	the person employed by the Charity as Headmaster from time to time,
"Member"	a member of the Charity and "Membership" means membership of the Charity,
"Memorandum"	means the Memorandum of Association of the Charity,
"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,
"United Kingdom"	Great Britain & Northern Ireland,

1 2 In these Articles

- 1 2 1 words importing the singular shall include the plural and vice versa,
- 1 2 2 words importing one gender shall include all genders, and
- 1 2 3 references to any statute shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force

- 1 3 Unless the context otherwise requires words or expressions in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Charity

MEMBERS AND MEMBERSHIP

- 2 The Members of the Charity at the date of the adoption of these Articles are the persons whose names are listed in the Appendix to these Articles and such other persons who are admitted to membership in accordance with these Articles
- 3 No person shall be admitted as a Member unless that person is approved by a majority of the Governors, and every person who wishes to become a Member shall deliver to the Charity an application for membership in such form as the Governors may require executed by such person expressing a willingness to be a Member and agreeing to be bound by the Memorandum and these Articles and upon being so admitted the person's name shall be entered in the register of Members of the Charity
- 4 The Secretary must inform any applicant within 21 days as to whether his application for Membership has been accepted or rejected
- 5 Any Member may resign his Membership by giving notice in writing to the Secretary at any time by giving at least 7 Clear Days' notice to the Charity provided that no resignation shall be effective if the number of Members immediately after the resignation comes into effect would be less than the quorum required for general meetings pursuant to **Article 16**
- 6 Membership of the Charity shall automatically cease if

- 6 1 a Member, being a body corporate, becomes insolvent by reason of its inability to pay its debts when they fall due, enters into liquidation, passes a resolution for its own winding up (other than for the purposes of a bona fide reconstruction or amalgamation not involving insolvency) makes any proposal to its creditors for a composition or arrangement in satisfaction of its debts, makes or suffers an application to the court for an administration order, the appointment of a receiver or administrative receiver, is dissolved, or otherwise ceases to exist,
- 6 2 anything analogous to the events referred to in **Article 6.1** occurs in respect of an unincorporated association,
- 6 3 a Member, being an individual, is convicted of a criminal offence which, in the reasonable opinion of the Board, brings or may bring the Charity into disrepute,
- 6 4 any Member is in arrears in excess of 30 days in the payment of any monies due to the Charity,
- 6 5 a Member acts in such a manner which, in the reasonable opinion of the Board, brings or may bring the Charity, its Members (or any of them) or the Governors into disrepute,
- 6 6 a Member, being an individual, is or may be suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 or an order is made by a court having jurisdiction (whether in the United Kingdom or otherwise) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs,
- 6 7 a Member, being an individual, dies, or
- 6 8 a Member, being a Governor, ceases for whatever reason to be a Governor save where such cessation is by reason of retirement of such Governor pursuant to **Articles 38** or **39** and the Governor(s) in question is reappointed as a Governor pursuant to **Article 40**
- 7 Membership is not transferable or transmissible
- 8 Membership shall not automatically cease by reason only of a change in a Member's name or trading style
- 9 The Governors must keep a register of the names and addresses of the Members
- 10 The Charity is established for the purposes expressed in the Memorandum

GENERAL MEETINGS

- 11 The Charity shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice 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 Meeting shall be held at such time and place as the Governors shall appoint.

All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

- 12 The Governors may, whenever they think fit, convene an Extraordinary General Meeting, and on the requisition of Members pursuant to the Act, shall forthwith convene an Extraordinary General Meeting for a date not later than 8 weeks after receipt of the requisition. If at any time there are not within the United Kingdom sufficient Governors to call a general meeting, any Governor or any two Members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Governors.

NOTICE OF GENERAL MEETING

- 13 Any General Meetings shall be called by at least 14 Clear Days' notice in writing. The notice shall specify the date, 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. The notice of an Annual General Meeting must be given to all Members, Governors and the auditors of the Charity from time to time.
- 14 A meeting may be called by shorter notice than that specified in **Article 13**, if it is so agreed.
- 14 1 in the case of an Annual General Meeting, by 90% of the Members entitled to attend and vote thereat and,
- 14 2 in the case of any other meeting, by not less than 75% of the Members entitled to attend and vote thereat.
- 15 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.

PROCEEDINGS AT GENERAL MEETINGS

- 16 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. For the purposes of these Articles two Members present in person one of whom shall be either the Chairman or the Deputy Chairman, shall be a quorum.
- 17 If within a half an hour from the time appointed for the general meeting a quorum is not present or during a meeting such a quorum ceases to be 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 to such other day and at such other time and place as the Governors may on that first occasion determine and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed, the Member or Members present in person and entitled to vote upon the business to be transacted shall constitute a quorum and

shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place

- 18 The chairman may, with the consent of any meeting by ordinary resolution at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. The Chairman must decide the date, time and place at which the meeting is to be reconvened, unless specified by the Members in the resolution. When a meeting is adjourned for 14 days or more, at least 7 Clear Days' notice shall be given of the reconvened meeting, stating the date, time and place of the meeting.
- 19 A resolution put to the vote of any general 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 demanded.
 - 19.1 by the chairman, or
 - 19.2 by at least 2 Members having the right to vote at the meetings, or
 - 19.3 by a Member or Members representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting
- 20 Unless a poll is duly demanded, a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost 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 such resolution.
- 21 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 22 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 23 A poll demanded on the election of a chairman or on a question of adjournment must be taken immediately forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs, not being more than 30 days after the poll is demanded. If the poll is not taken immediately at least 7 Clear Days' notice must be given specifying the date, time and place at which the poll is to be taken and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll.
- 24 In the case of equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall not be entitled to a second or casting vote.
- 25 Subject to the provisions of the Act a resolution in writing signed by or on behalf of the requisite number of 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 of the Charity duly convened and held. Any such

resolution in writing may consist of several documents in like form each signed by or on behalf of one or more Members

VOTES OF MEMBERS

- 26 On a show of hands, every Member present in person shall be entitled to one vote each. On a poll every Member present in person shall be entitled to one vote each
- 27 No Member shall be entitled to vote at any general meeting or any adjourned meeting if he owes any money to the Charity in respect of his Membership
- 28 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 shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive
- 29 A Member shall not be entitled to appoint a proxy
- 30 Any organisation which is a member of the Charity may by resolution of its board of Governors 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 that organisation could exercise if it were an individual member of the Charity. The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity

GOVERNORS

- 31 Unless otherwise determined by special resolution the number of Governors shall not be less than 5 and shall not exceed 20
- 32 The Governors upon the adoption of these Articles shall be the persons whose names are listed in the Appendix to these Articles and notified as such to Companies House, who shall be deemed to have been appointed as Governors in accordance with the terms of these Articles
- 33 No one may be appointed a Governor if he would be disqualified from acting as such pursuant to **Article 46**
- 34 No person may be appointed a Governor nor eligible to hold office as a Governor who is
 - 34 1 a headmaster or deputy headmaster of a school owned by the Charity,
 - 34 2 in receipt of a salary, fees, remuneration or other benefit in money or money's worth from the Charity (save as expressly permitted by clause 4 of the Memorandum)

ALTERNATE GOVERNORS

- 35 A Governor may not appoint any other Governor to be an alternate governor

POWERS OF GOVERNORS

- 36 Subject to the provisions of the Act, the Memorandum 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 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 the Articles and a meeting of Governors at which a quorum is present may exercise all powers exercisable by the Governors.
- 37 The Governors may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

APPOINTMENT AND RETIREMENT OF GOVERNORS

- 38 Subject to Article 58 and 60, one third of the Governors sitting at the date of the adoption of these Articles shall retire by rotation at each of the three Annual General Meetings following the date of the adoption of these Articles as determined by lot until each Governor sitting at the date of adoption of these Articles has either ceased to be a Governor or has been re-elected. If their numbers is not three or a multiple of three, the number nearest to one third shall retire from office.
- 39 Once a Governor is either appointed or re-elected after the date of adoption of these Articles he or she will hold office until the third Annual General Meeting following his or her appointment.
- 40 If the Charity, at the meeting at which a Governor retires by rotation, does not fill the vacancy then, the retiring Governor shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Governor is put to the meeting and lost.
- 41 No person shall be proposed for appointment or re-appointment as a Governor at any meeting unless he has been recommended by at least two of the Governors.
- 42 Not less than 7 nor more than 28 Clear Days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is proposed for appointment or re-appointment as a Governor at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or re-appointment as a Governor.
- 43 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Governor either to fill a vacancy or as an additional Governor and may also determine the rotation in which any additional governors appointed pursuant to this Article are to retire.
- 44 The Governors may appoint a person who is willing to act to be a Governor, either to fill a vacancy 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 the Articles as the maximum number of Governors. A Governor so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Governors who are to retire by rotation at the meeting.

If not re-appointed at such Annual General Meeting, he shall vacate his office at the conclusion thereof

- 45 Subject as aforesaid, a Governor who retires at an Annual General Meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the end of the meeting

DISQUALIFICATION OF GOVERNORS

- 46 The office of a Governor shall be automatically vacated if the Governor

46 1 becomes bankrupt or makes any arrangement or composition with his creditors generally, or

46 2 becomes prohibited from being a Governor by reason of any provision of the Act or he becomes prohibited by law from being a Governor, or

46 3 is, or may be, suffering from mental disorder such that he or she is either admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984 or an order is made by a court having jurisdiction (whether in the United Kingdom or otherwise) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or

46 4 resigns his office by notice in writing to the Charity (but only if at least 6 Governors will remain in office when such resignation takes effect), or

46 5 shall for more than twelve consecutive months have been absent without permission of the Governors from in excess of 75% of meetings of Governors held during that period and the Governors resolve that his office be vacated, or

46 6 is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest as required by Section 317 of the Act, or

46 7 is convicted of a criminal offence which in the opinion of the Governors brings the Charity into disrepute, or

46 8 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),

46 9 ceases for whatever reason to be a Member,

46 10 for any reason pursuant to the Education Act 2002 is not a person considered suitable by the Secretary of State for Education and Skills (or his successor from time to time) as a Governor of an independent school,

46 11 becomes prohibited from being a Governor by reason of the provisions of **Article 34** or

46 12 has or may by his actions, in the opinion of the Governors, brought or may bring the Charity into disrepute

GOVERNORS' REMUNERATION

- 47 No Governor may be paid any remuneration save as expressly permitted by Clause 4 of the Memorandum

GOVERNORS' INTERESTS

- 48 Subject to the provisions of the Act and the Memorandum, and provided that he has disclosed to the Governors the nature and extent of any interest of his and provided that the Governors do not request him to withdraw whilst the matter in question is discussed and resolved upon, a Governor notwithstanding his office

48 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Charity or in which the Charity is otherwise interested,

48 2 may be a Governor or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise in, any body promoted by the Charity or in which the Charity is otherwise interested,

48 3 may be a member of any corporation or unincorporated association in which the Charity is in any way interested, and

48 4 shall not, by reason of his office, be accountable to the Charity for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such corporation or unincorporated association and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

but shall not be entitled to attend and vote and be counted in the quorum of any matter concerning **Articles 48.1 to 48.4** above provided always that the foregoing provisions shall not prevent a Governor who is also a parent of any child who is a pupil of the Charity, from being involved in any meeting to consider any matter relating to the general conduct or administration of or fees charged by the Charity, where that Governor's only interest is by virtue of being such a parent, or from voting on and being counted in the quorum for any such matter

- 49 For the purposes of **Article 48**

49 1 a general notice given to the Governors that a Governor is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement shall be deemed to be a disclosure that the Governor has an interest in any such transaction of the nature and extent so specified,

49 2 an interest of which a Governor has no knowledge and of which it unreasonable to expect him to have knowledge shall not be treated as an interest of his, and

49 3 an interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when these Articles were adopted) connected with a Governor shall be treated as an interest of the Governor

50 Subject to **Article 51**, all acts done by a meeting of the Governors, or a sub-committee of the Governors constituted in accordance with **Article 61**, shall be valid notwithstanding the participation or the votes of a Governor who

50 1 was disqualified from holding office,

50 2 had previously retired, or who had been obliged by these Articles to retire, or

50 3 was not entitled to vote on such matter, whether by reason of **Article 48**, or otherwise

if without the vote of such Governor and that Governor being counted in the quorum, the decision has been made by a majority of the Governors at a quorate meeting

51 The provisions of **Article 50** do not permit a Governor to keep any benefit that may be conferred upon him by a resolution of the Governors, or a sub-committee of the Governors constituted in accordance with **Article 61**, if but for the provisions of **Article 50** the resolution would have been void, or if the Governor has not complied with **Article 48**

PROCEEDINGS OF GOVERNORS

52 Subject to the provisions of these Articles the Governors may regulate their proceedings as they think fit

53 Any Governor may, and the Secretary at the request of a Governor shall, call a meeting of the Governors, 14 Clear Days' notice of which shall be given to all Governors, the Head and the Bursar save that it shall not be necessary to give notice of a meeting to a person who is absent from the United Kingdom. There shall be at least 1 meeting (or such lesser number of meetings as the Governors may by prior resolution of the Governors passed at a meeting of the Governors duly convened in accordance with these Articles and in respect of which 75% of the Governors present and voting at such meeting voted in favour of such resolution determine) of the Governors during each school term

54 Questions arising at a meeting of the Governors shall be decided by a majority of votes and in the case of an equality of votes, the person who chairs the meeting shall not have a casting vote

55 Save as herein otherwise provided the quorum necessary for the transaction of the business of the Governors shall be 50% of the Governors, one of whom shall be either the Chairman or the Deputy Chairman

56 The continuing Governors, or a sole continuing governor, may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed as the necessary quorum of Governors, the continuing Governors or Governor may, subject to the provisions of these Articles, act for the purposes of increasing the number of Governors to that number, or of summoning a general meeting of the Charity, but for no other purpose

57 The Governors shall appoint one of their number to be the chairman of the Board and may at any time remove them from that office. Such appointment shall be automatically determined if a person so appointed shall cease for any cause to be a Governor. The Chairman shall be the chairman of Governors' meetings. The person

appointed to chair meetings of the Governors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Governors

- 58 For the purposes of these Articles the Chairman upon the adoption of these Articles is Paul Mankin who is deemed to have been appointed pursuant to **Article 57**. Notwithstanding **Article 57**, the said Paul Mankin shall continue to hold the office as Chairman until the earlier of the third Annual general Meeting following the adoption of these Articles, his resignation as a Governor or his removal as a Governor under **Article 46**
- 59 The Governors shall appoint one of their number to be the deputy chairman of the Board and may at any time remove them from that office. Such appointment shall be automatically determined if a person so appointed shall cease for any cause to be a Governor. The Deputy Chairman shall, in the absence of the Chairman, be the chairman of Governors' meetings
- 60 For the purposes of these Articles the Deputy Chairman upon the adoption of these Articles is Sarah Stewart, who is deemed to have been appointed pursuant to **Article 59**. Notwithstanding **Article 59**, the said Sarah Stewart shall continue to hold the office as deputy Chairman or such other position as the Governors may agree until the earlier of the third Annual general Meeting following the adoption of these Articles, his resignation as a Governor under **Article 38** or his removal as a Governor under **Article 46**.
- 61 The Governors may delegate any of their powers or functions to any sub-committee (or a number of sub-committees) consisting of two or more Governors including without limitation sub-committees to deal with finance and marketing matters affecting the Charity. Any such delegation shall be subject to such conditions as the Governors may from time to time impose including the condition that no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Governors. Subject to any such conditions, the proceedings of any such sub-committee shall be governed by these Articles regulating the proceedings of Governors so far as they are capable of applying, provided that all acts and proceedings of any such sub-committee shall be reported to the Governors as soon as possible
- 62 No sub-committee shall have the authority to do or sanction any matter which is removed under these Articles to the Board unless it is specifically delegated to such sub-committee
- 63 The Governors shall cause minutes to be made in books provided for the purpose
- 63 1 of all appointments of officers made by the Governors,
- 63 2 of the names of the Governors present at each meeting of the Governors and of any sub-committee of the Governors,
- 63 3 of all resolutions and proceedings at all meetings of the Charity and of the Governors, and of sub-committees of the Governors and, where appropriate, the reasons for the decisions made at such meetings, and
- 643 4 the nature and extent of any powers delegated by the Board
- 64 All acts bona fide done by any meeting of the Governors or of a sub-committee of the Governors constituted in accordance with **Article 61** or by any person acting as a

Governor or as a member of a sub-committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Governors 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 and was qualified to be a Governor or member of a sub-committee

- 65 The Head and the Bursar shall both be entitled to attend each, and if invited by the Chair to do so, to speak at each Board meeting, but shall not be entitled to vote, nor shall they be counted in establishing the quorum, and shall withdraw from the meeting for the period during which any matter is to be discussed and considered which the Chair believes to be confidential or may give rise to any conflict of interest for such person
- 66 The Governors may at any time invite any other person to attend as an observer to any Board Meetings, from whose attendance it is believed that the Charity would benefit and, if invited by the Chair to do so, to speak at such Board Meeting but any such observer shall not be entitled to vote, nor shall they be counted in establishing the quorum, and shall withdraw from the meeting for the period during which any matter is to be discussed and considered which the Chair believes to be confidential or may give rise to any conflict of interest for such person
- 67 A resolution in writing, signed by all the Governors entitled to receive notice of a meeting or of a sub committee of the Governors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Governors duly convened and held and may consist of several documents in like form each signed by one or more Governors
- 68 If a question arises at a meeting of Governors or of a sub-committee of Governors as to the right of a Governor to vote, the question may, before the conclusion of the meeting, be referred to the chairman, or in the case of a question arising as to the right of the chairman to vote, to the deputy chairman of the meeting and the ruling in relation to any Governor other than himself shall be final and conclusive
- 69 Any Governor may participate in a meeting of the Governors or a sub-committee constituted pursuant to **Article 61** of which they are a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, shall be entitled to vote and be counted in a quorum accordingly Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is

SECRETARY

- 70 Subject to the Act the Secretary shall be appointed by the Governors for such time, at such remuneration and upon such conditions consistent with the provisions of Clause 4 of the Memorandum of Association of the Charity as the Governors may think fit, and any Secretary so appointed may be removed by them At the date of adoption of these Articles the Secretary is Janice Lightley
- 71 The Secretary shall be an individual and not a body corporate
- 72 The Governors may from time to time by resolution appoint an assistant or deputy Secretary, who shall be an individual and not a body corporate, and any person so

appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

- 73 A provision of the Act of these Articles requiring or authorising a thing to be done by or to a Governor and the Secretary shall not be satisfied by its being done by or to the same person acting both as Governor and as, or in place of, the Secretary

THE SEAL

- 74 If the Charity has a seal the Governors shall provide for the safe custody of such Seal, which shall only be used by the authority of the Governors or of a committee or sub-committee of the Governors authorised by the Governors in that behalf, and every instrument to which the Seal shall be affixed shall, unless otherwise so determined, be signed by a Governor and the Secretary or by a second Governor
- 75 In accordance with the Act, a document may be executed as a deed without affixing the Charity seal thereto provided that such execution shall only be used by the authority of the Governors or by a committee of Governors authorised by the Governors in that behalf. The Governors may determine who shall sign any instrument to which such form of execution is effected and unless otherwise so determined it shall be signed by a Governor and by the Secretary or by a second Governor

ACCOUNTS

- 76 The Governors shall cause accounting records to be kept in accordance with the Act. The accounts must be prepared to show a true and fair view and following accounting standards issued by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- 77 The accounting records shall be kept at the registered office of the Charity or subject to the provisions of the Act, at such other place or places as the Governors shall think fit and shall always be open to the inspection of the Governors
- 78 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 accounts and books of the Charity or any of them shall be open to the inspection of Members not being Governors and no Member (save as aforesaid) (not being a Governor) shall have any right of inspecting any account or book or document of the Charity except as conferred by statute or authorised by the Governors or by the Charity in general meeting or ordered by a court of competent jurisdiction
- 79 The Governors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Charity in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act
- 80 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Charity in general meeting together with a copy of the auditor's report, and the Governors report, shall not less than 21 Clear Days before the date of the meeting be sent to every member of and every holder of debentures of the Charity provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware or to more than one of the joint holders of any debentures

AUDIT

- 81 Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 392 (inclusive) of the Act

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 82 The Governors shall comply in all respects with the requirements of the Charities Act 1993 in respect of
- 82 1 the transmission of the statement of account to the Commission,
 - 82 2 the preparation of an annual report and its transmission to the Commission, and
 - 82 3 the preparation of an annual return and its transmission to the Commission
- 83 The Governors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

NOTICES

- 84 Any notice to be given to or by any person pursuant to these Articles,
- 84 1 must be in writing, or
 - 84 2 must be given using electronic communications
- 85 The Charity may give any notice to a Member either,
- 85 1 personally, or
 - 85 2 by sending it by post in a prepaid envelope addressed to the member at his or her address, or
 - 85 3 by leaving it at the address of the member, or
 - 85 4 by giving it using electronic communication to the member's address
- 86 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity
- 87 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 88 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- 89 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given

- 90 A notice shall be deemed to be given
- 90 1 48 hours after the envelope containing it was posted
- 90 2 in the case of electronic communication, 48 hours after it was

INDEMNITY AND INSURANCE

- 91 Subject to the provisions of the Act and so far as may be permitted by law and the Memorandum, every Governor, Auditor, Secretary or other officer of the Charity shall be entitled to be indemnified by the Charity against all costs, charges, losses expenses and liabilities incurred by him in the lawful execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Charity in relation to the affairs of the Charity and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in respect of any such act or omission in which relief is granted to him by the Court
- 92 Subject to the provisions of the Act and so far as may be permitted by law and the Memorandum, the Governors may exercise all the powers of the Charity to purchase and maintain any policy of insurance for any Governor, other officer or auditor of the Charity against any such liability referred to in Section 310 (1) of the Act
- 93 The provisions of Clause 8 of the Memorandum relating to the winding up or dissolution of the Charity shall have effect and be observed as if the same were repeated in these Articles

APPENDIX

Paul Mankin
Justin Barlow
Neil D Lloyd-Jones
Ruth Miller
Peter Marshall
Richard Pickersgill
Lorraine Brown
Trevor Thorne
Trevor Page
Andrew Hunter