

COMPANY NUMBER 2739356

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION OF  
DERBY GRAMMAR SCHOOL TRUST LIMITED

Incorporated the 13<sup>th</sup> day of August 1992

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THE COMPANIES ACT 1985 AND 1989

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MEMORANDUM OF ASSOCIATION  
OF  
DERBY GRAMMAR SCHOOL TRUST LIMITED

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- 1 The name of the Company (hereinafter called 'the Trust') is 'DERBY GRAMMAR SCHOOL TRUST LIMITED'
- 2 The Registered Office of the Trust will be situate in England
- 3 The objects for which the Trust is established are to promote and provide for the advancement of education and in connection therewith to conduct, carry on, acquire and develop in the United Kingdom or elsewhere a school or schools to be run according to the principles of the Church of England for the education of students and children of either sex or both sexes, and as ancillary thereto -
  - A To establish and maintain an independent school in Derby for students and children of high academic ability and to provide for the pupils general instruction of high standard and quality, including physical, moral and religious education
  - B To establish or acquire other schools in Derby or elsewhere for like purposes and to carry on any schools established or acquired by the Trust as educational charities and to use and apply for that purpose all monies and properties coming to it
  - C To equip, furnish and fit up and maintain any school, schoolhouses, rooms and other buildings and land for any of the purposes of the Trust
  - D To award prizes and scholarships to pupils or intending pupils for proficiency in studies, exercise or games, and to provide pecuniary exhibitions or scholarships for the benefit of pupils who become students at any of the universities or at any other places of education or who undertake any special course of instruction or research work
  - E To subscribe or guarantee money for charitable objects
  - F To act as trustees or managers of any property, endowment, legacy, bequest or gift for educational purposes only

- G To accumulate funds for such periods as is allowed by law, and to receive voluntary donations and subscriptions for any of the purposes of the Trust
- H To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Trust
- I To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any of the property or rights of the Trust as may be thought necessary with a view to the promotion of its objects
- J To undertake and execute any charitable trusts which may lawfully be undertaken by the Trust and may be necessary to its objects
- K To borrow 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
- L To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners or the Department of Education and Science shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law
- M To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects
- N Subject to Clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Trust or their dependants
- O To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Trust in the shape of donations, subscriptions or otherwise provided that the Trust will not undertake any permanent trading activities in raising funds for its charitable objects
- P To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts
- Q To take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Trust
- R To employ and pay any person or persons (who shall not be a member of the Council unless employed and paid in his or her professional capacity in accordance with sub-clause (a) of clause 4 of this Memorandum) to supervise, organise, carry on the work of and advise the Trust
- S To insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its Members from and against all such risks incurred in the course of the performance of their duties as may be thought fit

- T To amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Trust and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Trust by this Memorandum of Association
- U To pay out of the funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust
- V To do all such other lawful things as are necessary to the attainment of the above objects or any of them

Provided always

- (a) that the objects or powers contained in sub-clauses (E) to (V) inclusive of this clause shall be deemed to be ancillary only to the principal objects of the Trust,
  - (b) that nothing hereinbefore contained shall be deemed to authorise the application of the property of the Trust otherwise than in a manner calculated to promote its charitable objects, and
  - (c) that in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Department of Education and Science, 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 Council of Management or Governing Body of the Trust shall be chargeable for any such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council or Management or 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, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the 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 allowed by law, having regard to such trusts
- 4 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 Provided that this provision shall not apply to any payment to any company of which a Member of the Trust (whether or not a Member of the Council of Management or 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 such payment Provided that nothing herein contained shall prevent
- a) the payment in good faith to any member of the Trust for the time being hereof (whether or not a Member of the Council) being a solicitor or other person engaged in any profession for all his usual professional or other reasonable charges for work done by him or his firm when instructed by Council so to act in that capacity on behalf of the Trust, or

- b) of reasonable and proper remuneration to any officer or servant of the Trust not being a member of the Council, or
- c) of reasonable out of pocket expenses to any Member of the Trust, or other person incurred in the furtherance of the Trust, or
- d) the payment of interest at a reasonable and proper rate of money lent or the repayment to any Member of any principal secured to such Member by any debentures issued by the Trust or the payment of interest at a reasonable and proper rate or repayment of principal to any Member in respect of any other money which may at any time be lent to the Trust or reasonable and proper rent for premises demised or let by any Member to the Trust

## 5 The Liability of the Members is Limited

- 6 Every Member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up during the time that 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 the time he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding One Pound
- 7 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 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 or to the dependants of deceased employees in accordance with any pension scheme for the time being in force at the date of liquidation, either be given or transferred to three trustees to be nominated by the Members of the Council of the Trust, to be held by them upon trust to apply the same exclusively in such manner as they shall think fit for charitable purposes including the promotion of education generally, or given or transferred to some other charitable 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 under or by virtue of Clause 4 hereof, 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 other charitable object for the benefit of education generally
- 8 No alteration or addition shall be made to the Memorandum of Association without the prior consent of the Charity Commissioners

WE the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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SIGNED by J R Blackton  
JOHN READER BLACKTON  
Chartered Accountant (Retired)

Hill Pasture  
Sutton Lane, Etwall  
Derbyshire DE65 6HT

SIGNED by A C Southgate  
ANTHONY CHARLES SOUTHGATE  
Chartered Quantity Surveyor

31 Keats Avenue  
Littleover  
Derby DE23 7EE

SIGNED by B H Lewers  
THE VERY REVEREND  
BENJAMIN HUGH LEWERS  
Clerk in Holy Orders

Provosts House  
Highfield Road  
Derby DE3 1GX

SIGNED by R A Kington  
ROGER ANTHONY KINGTON  
Chartered Surveyor

Cuckoo Barn, Ingleby  
Stanton by Bridge, Melbourne  
Derbyshire DE7 1HW

SIGNED by D I Walker  
DAVID IRVIN WALKER  
Chartered Accountant

6 The Pastures, Duffield  
Derbyshire DE6 4EX

SIGNED by A H Bell  
ANTHONY HOLBROOK BELL  
Insurance Broker

Hob Cottage, Hob Hill  
Hazelwood, Duffield  
Derbyshire DE56 4AL

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Dated the 9<sup>th</sup> day of July, 1992

WITNESS to the above signatures -  
M F Nickson  
10 Gower Street  
Derby SOLICITOR

THE COMPANIES ACT 1985 AND 1989

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COMPANY LIMITED BY GUARANTEE  
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ARTICLES OF ASSOCIATION  
OF  
DERBY GRAMMAR SCHOOL TRUST LIMITED

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GENERAL

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

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Act, 1985 including any statutory modification re-enactment thereof for the time being in force
These presents	These Articles of Association, and the regulations of the Trust from time to time in force
The Trust	The above-named Trust
The Council	The Council of Management or Governing Body for the time being of the Trust
The 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 partly another, and other modes of representing or reproducing words in a visible form

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

- 2 The numbers of members with which the Trust proposes to be registered is 500 but the Council may from time to time register an increase of members
- 3 The provisions of Sections 352 and 353 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
- 4 The trust is established for the purposes expressed in the Memorandum of Association
- 5 The subscribers to the Memorandum of Association and such other persons as the Council shall in its absolute discretion admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust An application for membership may be approved or rejected by the Council
- 6 The rights and privileges of membership shall be personal and incapable of transfer and shall cease on death
- 7 A member may at any time resign his membership of the Trust by letter addressed to the Secretary
- 8 The Trust may at any time by resolution passed in General Meeting require any member to withdraw from the Trust and such member shall at the expiration of one month from the passing of such resolution cease to be a member provided that at least fourteen days notice of the intention to submit any such resolution shall be given to the member affected thereby

#### GENERAL MEETINGS

- 9 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 Council, and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceeding meeting and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year
- 10 All General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings



- 11 The Council may whenever they think fit convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act
- 12 Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at the 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 in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust, but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit
- 13 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

- 14 All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors
- 15 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 personally present shall be a quorum
- 16 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman 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
- 17 The Chairman (if any) of the Council 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 shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Trust who shall be present to preside

- 18 The Chairman may with the consent of 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
- 19 At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless a poll is before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the 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 The demand for a poll may be withdrawn
- 20 Subject to the provisions of Article 21, 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
- 21 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment
- 22 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
- 23 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
- 24 Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Trust duly convened and held

#### VOTES OF MEMBERS

- 25 Subject as hereinafter provided, every member shall have one vote
- 26 Save as herein expressly provided, no member other than a member duly registered, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting
- 27 Votes may be given on a poll either personally or by proxy On show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands A corporation may vote by its duly authorised representative as provided by Section 375 of the Act A proxy must be a member

- 28 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf
- 29 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or an office copy thereof shall be deposited at the Office not less than forty eight hours before the time appointed for the taking of the poll, and in default the proxy shall not be treated as valid No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution
- 30 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used
- 31 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

‘DERBY GRAMMAR SCHOOL TRUST LIMITED’

I, \_\_\_\_\_ of  
a member of DERBY GRAMMAR SCHOOL TRUST LIMITED

hereby appoint

of

and failing him,

of

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

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_

COUNCIL OF MANAGEMENT

- 32 Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than six nor more than thirty
- 33 The first members of the Council shall be the subscribers to the Memorandum of Association
- 34 The Council may from time to time and at any time appoint any member of the Trust as a Member of the Council, either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded

- 35 No person who is not a member of the Trust shall in any circumstances, be eligible to hold office as a Member of the Council
- 36 A majority of the Council shall be practising members of the Church of England or of a Church in communion therewith

#### POWERS OF THE COUNCIL

- 37 The business of the Trust shall be managed by the Council who may pay all such expenses of, 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 presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, 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 Council which would have been valid if such regulation had not been made
- 38 The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council 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

#### SECRETARY

- 39 The Secretary not being a member of the Council shall be appointed by the Council 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 provisions of Sections 283 and 284 of the Act shall apply and be observed. The Secretary shall be entitled to attend but not vote at meetings of the Council. The Council 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

#### HEAD TEACHER

- 40 The Head Teacher of each school maintained by the Trust shall be a person who has been baptised and confirmed in and is a practising member of the Church of England and who shall have made a written declaration to that effect prior to his appointment as Head Teacher

#### PATRONS AND HONORARY OFFICERS

- 41 The Council may from time to time appoint any member of the Trust to be a Patron of the Trust or to hold any honorary office and may determine for what period he is to hold office

## VISITOR

- 42 The person for the time being holding the office of the Bishop of Derby shall be the Visitor of each School maintained by the Trust situate in the Diocese of Derby Schools situate in any other Diocese shall have as their visitor the Bishop of that Diocese
- 43 Each School maintained by the Trust shall have a Chaplain and or a chaplaincy team led by a priest of the Church of England who may be the incumbent of the Parish in which the School is situate

## THE SEAL

- 44 The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary or of some other person appointed by the Council for the purpose, and the said members and Secretary or other person 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

## DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 45 The office of a member of the Council shall be vacated
- a) If he is prosecuted to conviction for any offence involving dishonesty
  - b) If he becomes bankrupt, a receiving order is made against him or he makes any arrangement or composition with his creditors generally
  - c) If he becomes of unsound mind
  - d) If he ceases to be a member of the Trust
  - e) If by notice in writing to the Trust he resigns his office
  - f) If he becomes prohibited from holding office by reason of any order made under the Section 1 of the Company Directors Disqualification Act 1986 or any other statutory modification or re-enactment thereof or any other statutory provision of like application
  - g) If he is removed from office by a resolution duly passed pursuant to Sections 303 and 304 of the Act
  - h) If he reaches the age of 75

## ROTATION OF MEMBERS OF THE COUNCIL

- 46 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council 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

- 47 A retiring member of the Council shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or until it is determined not to fill his place
- 48 The members of the Council to retire shall be those who have been longest in 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. A retiring member of the Council shall be eligible for re-election
- 49 The Trust may, at the meeting at which a member of the Council 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
- 50 No person not being a member of the council retiring at the meeting shall, unless recommended by the Council for election, and having the requisite qualifications, be eligible for office on the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than fourteen nor more than twenty-eight intervening days
- 51 No person shall be elected or re-elected to the Council if his appointment would result in a breach of paragraph 36 of these Articles of Association
- 52 The Trust may from time to time in General Meeting increase or reduce the number of members of the Council, 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
- 53 In addition and without prejudice to the provisions of Section 303 of the Act, the Trust may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution 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

#### PROCEEDINGS OF THE COUNCIL

- 54 The Council 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
- 55 A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting

- 56 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside the members of the Council present shall choose one of their number to be Chairman of the meeting
- 57 A meeting of the Council 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 Council generally
- 58 The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The Council shall have power to co-opt to any Committee of the Council and for such period as it shall decide any member of the Trust provided always that the Chairman of any such Committee shall always be a member of the Council and the members of the Council on such Committee shall always exceed in number the co-opted Members. The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid. All acts and proceedings of such committee shall be reported back to the Council of Management as soon as possible
- 59 All acts bona fide done by any meeting of the Council or of any Committee of the Council, or by any person acting as a member of the Council, 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 Council
- 60 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of the committees of the Council, 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
- 61 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

#### DECLARATION OF INTERESTS

- 62 a) A member of the Council who is in any way whether directly or indirectly interested in a contract or proposed contract with the Trust shall declare the nature of his interest at a meeting of the Council in accordance with the provisions of the Act
- b) A member of the Council shall not vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall not be counted nor shall he be counted in the quorum present at the meeting. For this purpose arrangements for the fixing

of fees for pupils attending a school maintained by the Trust shall be deemed to be arrangements in which a member of the Council who is a parent is interested

c) Neither of the provisions in paragraphs (a) and (b) above shall apply to -

- 1) any arrangement for giving any member of the Council any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Trust, or
- 2) to any arrangement for the giving by the Trust of any security to a third party in respect of a debt or obligation of the Trust for which the member of the Council himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security, or
- 3) any contract by a member of the Council to subscribe for or underwrite debentures of the Trust, or
- 4) any contract or arrangement with any other company in which he is interested only as an officer of the Trust or as a holder of securities

and these prohibitions may at any time be suspended or relaxed to any extent, either generally or in respect of any particular contract, arrangement or transaction, by the Trust in General Meeting

#### INDEMNITY

- 63 Every member of Council or other officer (including Auditor) of the Trust shall be entitled to be indemnified out of the assets of the Trust against all such losses and liabilities as are mentioned in Section 310 of the Act which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no member of Council or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Trust in the proper execution of the duties of his office or in relation thereto. But this Article shall only have effect to the extent that its provision are not avoided by the Act or any re-enactment or statutory modification thereof

#### ACCOUNTS

- 64 The Council shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act
- 65 The Accounting records shall be kept at the Office or subject to Section 222 of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council
- 66 The Trust in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Trust or any of them, and subject to such conditions and regulations the accounts and books of the Trust shall be open to the inspection of members at all reasonable times during business hours



- 67 At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceeding 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 Council 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 by law to be annexed or attached thereto or to accompany the same shall not less than fourteen 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. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 241 of the Act

#### AUDIT

- 68 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
- 69 Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 394 of the Act, the members of the Council being treated as the Directors mentioned in those sections

#### NOTICES

- 70 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
- 71 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
- 72 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter

#### DISSOLUTION

- 73 Clause 7 of the Memorandum of Association of the Trust relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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SIGNED by J R Blackton  
JOHN READER BLACKTON  
Chartered Accountant (Retired)

Hill Pasture  
Sutton Lane, Etwall  
Derbyshire DE65 6HT

SIGNED by A C Southgate  
ANTHONY CHARLES SOUTHGATE  
Chartered Quantity Surveyor

31 Keats Avenue  
Littleover  
Derby DE23 7EE

SIGNED by B H Lewers  
THE VERY REVEREND  
BENJAMIN HUGH LEWERS  
Clerk in Holy Orders

Provosts House  
Highfield Road  
Derby DE3 1GX

SIGNED by R A Kington  
ROGER ANTHONY KINGTON  
Chartered Surveyor

Cuckoo Barn, Ingleby  
Stanton by Bridge, Melbourne  
Derbyshire DE7 1HW

SIGNED by D I Walker  
DAVID IRVIN WALKER  
Chartered Accountant

6 The Pastures, Duffield  
Derbyshire DE6 4EX

SIGNED by A H Bell  
ANTHONY HOLBROOK BELL  
Insurance Broker

Hob Cottage, Hob Hill  
Hazelwood, Duffield  
Derbyshire DE56 4AL

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Dated the 9<sup>th</sup> day of July, 1992

WITNESS to the above signatures -  
M F Nickson  
10 Gower Street  
Derby SOLICITOR