

THE COMPANIES ACT 2006

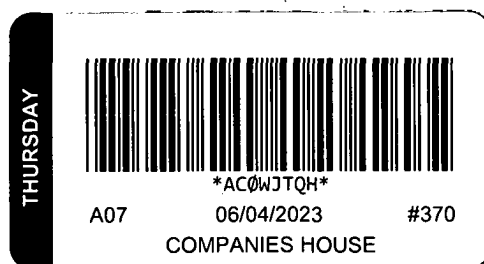
PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

ASHVILLE COLLEGE TRUSTEE LIMITED

(Company Number 04552232)



Contents

Clause	Page
1 INTERPRETATION	1
2 NAME.....	2
3 REGISTERED OFFICE	2
4 OBJECTS	2
5 POWERS	2
6 LIMITED LIABILITY	4
7 GUARANTEE	4
8 APPOINTMENT OF MEMBERS AND DIRECTORS	4
9 ANNUAL GENERAL MEETING	6
10 GENERAL MEETINGS.....	7
11 PROCEEDINGS AT GENERAL MEETINGS	8
12 THE BOARD OF DIRECTORS	12
13 THE CHAIR	14
14 THE VICE-CHAIR.....	14
15 OFFICERS.....	14
16 COMPANY SECRETARY	15
17 THE POWERS OF THE BOARD OF DIRECTORS.....	15
18 BORROWING.....	16
19 GENERALLY	16
20 ADJOURNMENT OF INQUORATE MEETINGS OF THE BOARD OF DIRECTORS	17
21 DELEGATION OF POWERS TO COMMITTEES	17
22 ACTS OF THE DIRECTORS	18
23 MINUTES.....	18
24 WRITTEN RESOLUTIONS	18
25 ACCOUNTING RECORDS	18
26 APPOINTMENT OF AUDITORS.....	19
27 APPOINTMENT OF INVESTMENT MANAGERS	19
28 POWERS OF INVESTMENT MANAGERS	19
29 DELEGATION BY THE BOARD OF DIRECTORS.....	19
30 TERMS OF DELEGATION.....	20
31 NOMINEE	20
32 INDEMNITY OF OFFICERS.....	20
33 INSURANCE.....	20
34 COMMUNICATIONS	20

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
ASHVILLE COLLEGE TRUSTEE LIMITED (COMPANY NUMBER 04552232)
(Adopted by special resolution passed on 18 March 2023)

1 INTERPRETATION

1.1 In these Articles unless the context otherwise requires:

Articles means these Articles of Association and the regulations of the Company from time to time in force.

Directors means the Directors of the Company.

Members and **Membership** means the Members of the Company and the membership of the Company.

MIST means the Methodist Independent Schools Trust, a charitable company limited by guarantee with company number 7649422 and registered charity number 1142794 with registered office address of Methodist Church House, 25 Marylebone Road, London NW1 5JR.

Month means calendar month.

Office means the registered office of the Company.

Parent includes any person with parental responsibility or care for a pupil, student, or child at Ashville College.

The Act means the Companies Act 2006.

The Deed means the Methodist Secondary Education Trust Deed of 1903 as varied by a Scheme and Orders made by the Secretary of State for Education and Science dated respectively 5th October 1964, 26th August 1977 and 20th August 1982 and by a Scheme made by the Charity Commission on 2nd June 1989.

The Methodist Conference means the Annual Conference of the Methodist Church and includes the governing body from time to time of the Methodist Church.

The School means Ashville College, an unincorporated association and registered charity (No. 529577).

- 1.2 Words in the masculine include the feminine genders and vice versa. Words in the singular include the plural and vice versa.
- 1.3 Headings, Sub-Headings, Underlinings and Format Lines are for ease of reading and unless they form part of a phrase or sentence, do not form part of these Articles.
- 1.4 **In writing** means written, printed, partly one and partly another and all other modes of representing words in visible form.
- 1.5 The following rules of interpretation shall also apply:
- 1.5.1 Modification or Re-enactment
- Reference to any provisions of the Act or any other statute shall be a reference to such provisions as modified or re-enacted by any statute or regulations for the time being in force.
- 1.5.2 Meanings where there is no inconsistency
- Except as provided above, words or expressions defined in the Act (subject to any statutory modification or re-enactment) in force at the date on which these Articles become binding on the Company shall bear the same meanings in these Articles unless inconsistent with the subject or context.

2 **NAME**

The name of the Company is Ashville College Trustee Limited (the **Company**).

3 **REGISTERED OFFICE**

The registered office of the Company shall be in England.

4 **OBJECTS**

The objects for which the Company is established are to administer and manage, and so further the charitable purposes of, the School known as Ashville College (the **School**) in accordance with the provisions of the Methodist Secondary Education Trust Deed of 1903 as varied by a Scheme dated 5th October 1964 and modified by Orders dated respectively 26th August 1977 and 20th August 1982 all made by the Secretary of State for Education and Science and further modified by a Scheme dated 2nd June 1989 made by the Charity Commission (the **Deed**).

5 **POWERS**

The Company has the following powers which may be exercised only in promoting the Objects:

- 5.1 Subject to such consents as shall be required by law, the power to direct the trustees from time to time of the Deed (the **Trustees**) to purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property (whether in the United Kingdom or

otherwise) and any rights or privileges. Provided that all land acquired by or on behalf of the Company shall be vested in the Trustees.

- 5.2 Subject to such consents, the power as shall be required by law to construct, maintain, add to, improve, furnish, equip and demolish or alter any buildings or erections.
- 5.3 Subject to compliance with the Charities Act 2011 the power to direct the Trustees to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company subject to such terms and conditions as may be thought expedient and to exercise any rights, privileges or advantages, easements or other benefits attached to such property and to undertake, maintain, execute and do all such lawful acts, matters and things as the Company may be obliged or required or ought to do as the owner of such property or assets.
- 5.4 The power to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like.
- 5.5 The power to borrow or raise money for the School on such terms and on such security as may be thought fit with such consents as are required by law and to direct the Trustees to charge the whole or any part of the School's lands and property with the repayment of the money so borrowed.
- 5.6 The power to take and accept any gift of money, property or other assets whether subject to any special trust or not.
- 5.7 The power to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- 5.8 The power to invest moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- 5.9 The power to make any donations in cash or assets to establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions.
- 5.10 The power to engage and pay any person or persons whether on a full-time or part-time basis, or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and to make any reasonable and necessary provision for the payment of pensions and superannuation to or on - behalf of employees or former employees and their wives, husbands and other dependants.
- 5.11 The power to amalgamate, federate, affiliate, co-operate or combine wholly or in part with any companies, institutions, societies or associations formed for objects similar to those of the Company.

- 5.12 The power to insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance; to purchase and maintain for any officer of the Company insurance against any liability which by virtue of any rule of law attaches to him in respect of any negligence default breach of duty or breach of trust of which he maybe guilty in relation to the Company.
- 5.13 The power to insure the Company and the Company's property (and the property held by the Trustees on behalf of the Company) against such risks as the Board of Directors shall consider prudent or necessary to insure against.
- 5.14 The power to convert capital into income.
- 5.15 The power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows or widowers and other dependants.
- 5.16 The power to make bye-laws, rules and regulations with regard to the affairs or the management of the Company.
- 5.17 The power to do all or any of the above things in any part of the world, and as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise.
- 5.18 The power to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- 5.19 The power to do all such other lawful things as shall further the attainment of the objects of the Company or any of them.

6 LIMITED LIABILITY

The liability of the Members is limited.

7 GUARANTEE

7.1 Every Member of the Company undertakes to contribute:

- 7.1.1 to the assets of the Company, in the event of its being wound up while he or she is a Member, or within one year after he or she ceases to be a Member,
- 7.1.2 to payment of debts and liabilities of the Company contracted before he or she ceased to be a Member, and of the costs, charges and expenses of winding-up; and
- 7.1.3 to the adjustment of the rights of the contributories among themselves,
- such amount as may be required not exceeding ten pounds (£10).

8 APPOINTMENT OF MEMBERS AND DIRECTORS

8.1 The First Members

The first Members of the Company shall be the subscribers to the Memorandum of Association and shall be the Directors of the Company. Their names shall be entered in the Register of Members of the Company.

8.2 Subsequent Members and Directors

8.2.1 Subject to Article 12.3, the Board of Directors may at any time appoint further Members to a maximum membership of EIGHTEEN of whom, when the Board is complete, THREE shall be ex-officio, TWELVE shall be nominated and THREE shall be co-opted in accordance with this Article.

8.2.2 Each subsequent Member shall also be appointed a Director of the Company and the name of each subsequent Member shall be entered in the Register of Members.

8.2.3 No teacher at the School or any other person employed by the School shall be a Director.

8.3 Ex-Officio Directors

8.3.1 There shall be THREE ex-officio Directors who shall be:

8.3.1.1 the President of the Ashvillian Society;

8.3.1.2 the General Secretary of MIST; and

8.3.1.3 the Chair of the Methodist District.

8.4 Nominated Directors

8.4.1 There shall be a maximum of TWELVE nominated Directors, whose appointment shall be made by the Methodist Conference:

8.4.1.1 Ten to be nominated by the Board of Directors.

8.4.1.2 Two to be nominated by the Methodist Independent Schools Trust (MIST).

provided that no more than four of the Nominated Directors shall be a current Parent at the School.

8.4.2 A nominated Director shall serve for THREE years and shall be re-eligible.

8.5 Co-opted Directors

8.5.1 There shall be a maximum of THREE co-opted Directors in addition to any Director who fills a casual vacancy.

8.5.2 The appointment of a co-opted Director may be for a specific period not exceeding three years initially.

8.5.3 A casual vacancy in the Board of Directors shall be deemed to arise if, without default of the Directors, an appointment has not been made within EIGHT weeks of a written request by the Board of Directors and Articles 12.3.2 and 12.4.4 shall apply.

8.6 Register of Members

8.6.1 The provisions of Section 113 of the Act (Obligation to keep a register of members) shall be observed by the Company and every Member of the Company shall sign a written consent to become a Member if required.

8.6.2 Membership is not transferable.

8.7 Application for Membership

8.7.1 A person invited by the Board of Directors or otherwise wishing to become a Member of the Company and a Co-opted Director of the Company shall apply in writing (but no more than once each year) addressed to the Chair of the Board of Directors at the Office.

8.7.2 The Board of Directors may accept or decline each application without stating their reasons.

8.7.3 Each new Member shall become entitled to the privileges and benefits of membership including but not limited to the right to such information and advice with regard to the activities of the Company as it or any of its officers may reasonably be able to supply.

8.8 Cessation of Membership

A person shall cease to be a Member if they:

8.8.1 cease to be a Director; or

8.8.2 die.

9 **ANNUAL GENERAL MEETING**

9.1 Articles Applicable

Article 11 shall apply to each Annual General Meeting.

9.2 Timing

An Annual General Meeting shall take place each financial year.

9.3 Convening an Annual General Meeting

The Annual General Meeting shall be convened by the Secretary who shall send at least TWENTY-ONE clear days' notice in writing of the meeting to each Member, Director and

all persons (including the Auditors) entitled to receive notice of it. With the consent of all Members a meeting may be convened by such notice as the Members think fit.

9.4 Contents of Notice

The notice shall state the date, time and place of the meeting, the general nature of the business to be conducted, the full text of any special resolution and the intention to propose them as such, and where it is an Annual General Meeting it shall state that fact.

9.5 Omission to Give Notice

The accidental omission to give notice or the non-receipt of notice by any person entitled to receive it shall not invalidate any resolution or proceeding of the meeting.

9.6 Business at Annual General Meeting

The business of the Annual General Meeting shall include:

9.6.1 Consideration of the accounts and any documents annexed to them.

9.6.2 Consideration of the reports of the Board of Directors and of the Auditors.

9.6.3 The election of Co-opted Directors in place of those retiring and confirmation of new appointments of all other Directors.

9.6.4 The appointment of auditors and the fixing of their remuneration.

Resolutions on these matters (where required) shall be by a SIMPLE MAJORITY of those attending and entitled to vote in person or by proxy.

10 GENERAL MEETINGS

10.1 General Meetings

All other meetings of the Members other than Annual General Meetings are General Meetings.

10.2 Articles Applicable

Articles 9.4 and 9.5 (Notices) and Article 11 (Proceedings) shall apply to each General Meeting.

10.3 Convening a General Meeting

A General Meeting:

10.3.1 may be convened whenever the Board of Directors sees fit; or

10.3.2 shall be convened by the Board of Directors if Members holding not less than one-tenth of the total voting rights of all Members make a written requisition which must be left at the Office, stating the object of the proposed meeting;
or

- 10.3.3 may be convened by the requisitioners if the Board of Directors has not within TWENTY-ONE days from receipt of a requisition given notice to convene the meeting.

At least FOURTEEN clear days' notice in writing must be given of the meeting to each Member, Director and all persons (including the Auditors) entitled to receive notice of it. If a special resolution is to be considered the notice period shall be TWENTY-ONE clear days. With the prior written consent of the Members being a majority in number of the Members having a right to attend and vote at the meeting who together represent not less than 90% of the total voting rights at that meeting of all the Members, a General Meeting may be convened by such shorter notice as the Members think fit.

11 PROCEEDINGS AT GENERAL MEETINGS

11.1 Rules about Quorum

11.1.1 There is a quorum at a General Meeting if the number of Members present is at least fifty percent of the total number of Members. If calculating the percentage does not result in a whole number then the figure shall be rounded up to the nearest whole number. A Member shall not be counted in the quorum on any matter on which he is not entitled to vote.

11.1.2 No business shall be transacted at any General Meeting unless a quorum is present.

11.1.3 If a quorum is not present within half an hour from the time appointed for a meeting to start it shall be adjourned to such other time date and place not less than FIFTEEN days and not more than THIRTY days thence as the Chair shall appoint.

11.2 A person may attend a General Meeting by video conference, telephone or by any suitable electronic means by which all those participating in the meeting are able to communicate with all other participants.

11.3 A person so participating by video conference, telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. A meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.

11.4 The Chair of a General Meeting

The Chair of a General Meeting shall be:

11.4.1 the Chair of the Board of Directors; or, if he or she is not present within FIFTEEN minutes after the time appointed for the meeting to start or is unwilling to preside or has an interest in a matter to be decided,

11.4.2 the Vice Chair of the Board of Directors; or if he or she is not present within FIFTEEN minutes after the time appointed for it to start or he or she is unwilling to preside or has an interest in a matter to be decided, or cannot agree as to who shall preside,

11.4.3 a Director chosen by the Members present to chair the meeting.

11.5 Adjournment of a General Meeting

11.5.1 The Chair of a General Meeting may with the consent of the meeting, or when so directed by a quorate meeting, adjourn the meeting to such other time and place within the next NINETY days as the Chair thinks fit.

Note: Adjournment of an inquorate meeting is regulated by Article 11.1.3.

11.5.2 No business shall be transacted at an adjourned meeting except business which could have been transacted if that meeting had taken place.

11.5.3 If a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting save that Members shall not be entitled to notice of the business to be transacted at an adjourned meeting.

11.5.4 If a General Meeting is adjourned for less than 30 days, Members shall not be entitled to notice of the adjourned meeting or the business to be transacted at it.

11.6 Votes of Members

11.6.1 At a General Meeting of the Company every Member present and entitled to vote shall have one vote.

11.6.2 Votes may be given on a poll or a show of hands.

11.7 Proxy

11.7.1 Any Member may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting. Proxies must be appointed by a notice in writing (a "proxy notice") which:

11.7.1.1 states the name and address of the member appointing the proxy;

11.7.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

11.7.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Company may determine; and

- 11.7.1.4 is delivered to the Company in accordance with any instructions contained in the notice of the general meeting to which they relate.
- 11.7.2 The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 11.7.3 Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 11.7.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 11.7.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 11.7.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 11.7.5 A Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that Member.
- 11.7.6 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.
- 11.7.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 11.7.8 If a proxy notice is not signed or authenticated by the Member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that Member's behalf had authority to do so.
- 11.8 Resolutions at a General Meeting
- 11.8.1 Resolutions put to the vote of a General Meeting shall be decided:
- 11.8.1.1 on a show of hands; or
- 11.8.1.2 on a poll if demanded by:
- the Chair or;
 - a Member or Members representing not less than one tenth of the total voting rights of all the Members entitled to vote at the meeting.

- 11.8.2 If a poll is not demanded the Chair's declaration that a resolution has or has not been carried unanimously or by a particular majority is binding. An entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of all against that resolution.

Note: Written resolutions are regulated by Article 11.11.

11.9 Poll

- 11.9.1 When a poll is demanded as described in Article 11.8.1.2 it shall be taken at such time and place in such a manner as the Chair of the meeting shall direct. The result of the poll shall be deemed to be the resolution of the meeting.
- 11.9.2 The demand for a poll may be withdrawn.
- 11.9.3 No poll shall be demanded on the election of a Chair or the election of a Chair of a meeting or on any question of an adjournment.
- 11.9.4 The demand for 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.

11.10 Chair's Second or Casting Vote

The Chair of the General Meeting shall be entitled to a second or casting vote in the case of an equality of votes, whether on a show of hands or on a poll.

11.11 Written Resolutions

- 11.11.1 A resolution in writing by all the Members for the time being entitled to receive notice of and attend and vote at General Meetings shall for the purpose of these Articles be as effective as if the same had been passed at a General Meeting of the Company duly convened and held.
- 11.11.2 Such a resolution may consist of several documents in like form, each signed by one or more persons but a resolution so signed shall not be effective to do anything for which the Act requires SPECIAL NOTICE (resolutions to remove a director under s.168 or an auditor under s.510 of the Act).
- 11.11.3 A written resolution is passed:
- 11.11.3.1 as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
- 11.11.3.2 as a special resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

12 THE BOARD OF DIRECTORS

12.1 Number of Directors

The Board of Directors shall comprise all those who are for the time being Members of the Company.

12.2 Remuneration of Directors

Except as provided for in these Articles, the Directors shall not be entitled to receive any remuneration other than travelling, hotel and other expenses properly and reasonably incurred by them in connection with the conduct of the affairs of the Company.

12.3 Appointment of Directors

12.3.1 Directors shall be appointed in accordance with Articles 8.1 to 8.7 and subject as below.

12.3.2 The Board of Directors may appoint any such person as they in their discretion consider suitable to be a Member and Director to fill a casual vacancy or as an additional Member and Director to the maximum number of Co-opted Directors permitted under these Articles at any one time.

12.3.3 No person employed by the Company shall be appointed as a Director (see also Article 8.2.3).

12.4 Removal of a Director

12.4.1 Upon giving of SPECIAL NOTICE of TWENTY-ONE days the Company may by passing an ORDINARY RESOLUTION (and complying with the procedures set out in s.168 and s.169 of the Act) remove any Director (other than an Ex-officio Director) before the end of his period of office notwithstanding anything in these Articles or any agreement between the Company and the Director to the contrary.

12.4.2 The removal of a Director shall be without prejudice to and shall not affect any obligation or liability incurred by him or to which he was subject prior to his removal.

12.4.3 Upon ceasing to be a Director for any reason the person shall simultaneously cease to be a Member.

12.4.4 Any person appointed to fill a vacancy resulting from the removal of a Director from office under Article 12.4.1 or to any other casual vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

12.5 Disqualification of Directors

A Director shall vacate office:

- 12.5.1 Upon ceasing to be a Member of the Company.
- 12.5.2 Upon dying or, in the written opinion of a registered medical practitioner who is treating the Director, on becoming physically or mentally incapable of acting as a Director and remaining so for more than three months.
- 12.5.3 Upon having a bankruptcy order made against them or having a composition made with their creditors generally in satisfaction of their debts.
- 12.5.4 If at any time they are subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 12.5.5 Upon resignation in writing, on the expiry of at least two weeks' notice given by the Director in writing to the Board of Directors. Such notice may not be withdrawn without the written consent of the Board of Directors.
- 12.5.6 Upon removal from office by ORDINARY RESOLUTION of the Company in accordance with Article 12.4.1.
- 12.5.7 Upon failure to declare the nature of any direct or indirect interest in Company business as required by the Act.
- 12.5.8 Upon being disqualified from acting as a charity trustee under Section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 12.5.9 Upon ceasing to be a Director by virtue of any provision in the Act or upon being prohibited by law from being a Director.
- 12.5.10 Upon being absent from all meetings of the Directors for a continuous period of six months or more without the prior permission of the Directors and the Directors resolve that their office be vacated.
- 12.5.11 If they are removed from office by a resolution of the Directors that it is in the best interests of the Company that their office be vacated passed at a meeting at which at least half of the Directors are present. Such resolution must not be passed unless:
 - 12.5.11.1 the Director has been given at least 14 Clear Days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and
 - 12.5.11.2 the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider any representations made by the Director (or the Directors representative) and inform the Director of their decision following such consideration. There shall be no

right of appeal from the decision of the Directors to terminate the Directorship of a Director.

12.6 Rotation of Directors

12.6.1 ONE-THIRD of the Directors (other than Ex-officio Directors) shall retire from office at the third Annual General Meeting to be held after the adoption of these Articles. A FURTHER THIRD of the Directors shall retire at each subsequent Annual General Meeting. Retiring Directors will be re-eligible.

12.6.2 The retiring Directors shall be those longest in the office since their last election or appointment.

12.6.3 In the absence of an agreement, those of equal seniority shall be selected by lot.

13 THE CHAIR

13.1 Appointment and Removal

The Chair of the Board of Directors shall be the person appointed by a simple majority by the Board of Directors to serve as Chair. The Chair may be removed as Chair by the Board of Directors at any time by a simple majority of the Board of Directors. A Chair who has reached the age of 70 at the time of an Annual General Meeting shall be subject to annual reappointment thereafter.

13.2 Powers and Responsibilities of the Chair

The Chair shall have all the powers and responsibilities of the Chair as set out in these Articles including the right (unless disqualified by reason of a personal interest) to chair each General Meeting of the Company and each meeting of the Board of Directors and the right to a second and casting vote in any case of equality of votes at every such meeting. The expression "Chair" includes the person who is at any time entitled to exercise the powers of the Chair.

14 THE VICE-CHAIR

14.1 Appointment and Removal

14.1.1 There shall be a Vice-Chair of the Board of Directors who shall be the person appointed by a simple majority of the Board of Directors to serve as Vice-Chair.

14.1.2 The Vice-Chair may be removed from that office by the Board of Directors at any time by a simple majority of the Board of Directors.

15 OFFICERS

15.1 Appointments

The Chair and Vice-Chair shall be appointed from among the Directors (**Director Officers**). The Secretary shall be appointed in accordance with Article 16

16 COMPANY SECRETARY

16.1 General

The Board of Directors shall appoint and remove the secretary to the Company. The Company Secretary shall not be a Director. The Company Secretary shall be appointed for such time and paid such reasonable remuneration as the Board of Directors think fit. The Company Secretary shall attend Board of Directors meetings.

16.2 Absence of the Secretary

An assistant or deputy may be appointed by the Directors to act in place of the Company Secretary in his absence.

17 THE POWERS OF THE BOARD OF DIRECTORS

17.1 The General Powers of the Board of Directors

17.1.1 The business of the Company shall be managed by the Board of Directors who may exercise all the powers of the Company except those which by these Articles or by the Act are required to be exercised only in General Meeting.

17.1.2 Subject to Article 17.1.1, the Board of Directors may authorise the Director Officers to take any executive action deemed necessary on behalf of the Board between meetings of the Board.

17.1.3 The Company shall act in accordance with the terms of the Deed and in accordance with the provisions of the Charities Act 2011 (subject to any statutory modification or re-enactment).

17.1.4 Any alteration to these Articles must be made by a SPECIAL RESOLUTION of the MEMBERS in General Meeting. Provided that no such alteration shall be made unless the same shall first have been approved under the authority of the Methodist Conference, such approval not to be unreasonably withheld or delayed.

17.1.5 The Board of Directors may pay all such initial expenses of the promotion, formation, establishment and registration of the Company as they think fit.

17.1.6 The Board of Directors may act even though there is a vacancy in their body provided that if there are fewer than FIVE Directors, they may act as the Board of Directors only to:

17.1.6.1 appoint Directors; and/or

17.1.6.2 call a General Meeting.

18 BORROWING

In accordance with Article 17 (but without limiting its generality) the Board of Directors may exercise all powers of the Company to:

- 18.1 borrow money.
- 18.2 mortgage or charge the whole or any part of its undertaking in property (subject to the provisions of the Charities Act 2011).
- 18.3 issue debentures, debenture stock and other documents, whether outright or as security for any debt, liability or obligation of the Company.

PROCEEDINGS OF THE BOARD OF DIRECTORS

19 GENERALLY

- 19.1 The Secretary upon the request of a Director at any time shall by notice in writing served upon the Directors call a meeting of the Board of Directors.
- 19.2 Subject to Article 19.3, notice of a meeting of the Directors must be given to each Director. The notice must specify:
 - 19.2.1 the time, date and place of the meeting;
 - 19.2.2 the general particulars of the business to be considered at the meeting; and
 - 19.2.3 if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 19.3 Any Director who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Board of Directors.
- 19.4 Any Director may participate in a meeting of the Directors in person or by video conference, telephone or by any suitable electronic means by which all those participating in the meeting are able to communicate with all other participants.
- 19.5 A Director so participating by video conference, telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. A meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.
- 19.6 There is a quorum at a meeting of the Board of Directors if the number of Directors present is at least fifty percent of the total number of Directors. If calculating the percentage does not result in a whole number then the figure shall be rounded up to the nearest whole number.

- 19.7 At a meeting of the Board of Directors, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 19.8 A quorate meeting of the Board of Directors shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board of Directors generally.
- 19.9 Each Director shall have one vote on each matter to be decided, except for the Chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless in accordance with the Articles, the Chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).
- 19.10 Resolutions of the Board of Directors shall be by a SIMPLE MAJORITY vote of those attending in person or by proxy and entitled to vote.
- 19.11 A Director shall not be entitled to vote in respect of any matter in which he is interested and shall not be counted in the quorum at any meeting at which any such matter is considered.

20 ADJOURNMENT OF INQUORATE MEETINGS OF THE BOARD OF DIRECTORS

- 20.1 A meeting of the Board of Directors shall be adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Directors shall appoint if within THIRTY minutes of the time appointed for the start of the meeting a quorum is not present.
- 20.2 If at the adjourned meeting a quorum is again not present within THIRTY minutes of the time appointed for the start of the meeting those Directors present shall be a quorum.

21 DELEGATION OF POWERS TO COMMITTEES

- 21.1 The Board of Directors may delegate any of its powers to committees consisting of two or more Directors and such other persons as it thinks fit. The Directors shall indicate in writing to such a committee the extent and nature of the powers so delegated and the terms of any delegation to a committee shall be recorded in the minute book.
- 21.2 Such committees shall conform to any regulations imposed by the Board of Directors and the Board of Directors may revoke or alter a delegation at any time.
- 21.3 The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Directors so far as applicable unless superseded by any subsequent decisions of or regulations made by the Board of Directors.
- 21.4 Any committee so formed shall report all acts and proceedings to the Board of Directors as soon as is reasonably practicable.

22 ACTS OF THE DIRECTORS

All bona fide acts done by the Directors or the Board of Directors at any meeting shall be valid even if it is discovered afterwards that there was some defect in the appointment or continuance in office of any Director or other irregularity.

23 MINUTES

The Directors shall cause proper minutes to be made of:

- 23.1 all appointments of officers;
- 23.2 proceedings of all meetings of the Company, the Board of Directors and of committees of the Directors, including the names of the persons present at each such meeting;
- 23.3 all business transacted at such meetings including copies of resolutions of the Company and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors.

Such minutes if purporting to be signed by the Chair of such meeting or the Chair of the next succeeding meeting shall be sufficient evidence of the facts stated therein.

24 WRITTEN RESOLUTIONS

Notwithstanding ARTICLE 19.10, a resolution in writing signed by each serving Director shall have the same effect as if it had been passed at a meeting of the Board of Directors duly convened and constituted.

ACCOUNTS

25 ACCOUNTING RECORDS

- 25.1 Accounting records shall be kept by the Directors in accordance with the Act and any Statement of Recommended Practice in force from time to time at the Office or such other place or places as the Directors think fit.
- 25.2 The accounting records shall be open to inspection by the Directors at all reasonable times.
- 25.3 The Directors shall cause the accounts and all annual statements and reports to be laid before the Company in accordance with the Charities Act 2011 and the Act.
- 25.4 A copy of every annual statement of accounts, auditor's report and report of the Board of Directors which is to be laid before the Company at General Meeting shall be sent to every Member and every holder of debentures of the Company at least FIVE days before the meeting.

AUDIT

26 APPOINTMENT OF AUDITORS

- 26.1 Auditors shall be appointed by the Members at the Annual General Meeting and their duties regulated in accordance with the Act.
- 26.2 At least once in every year the Company accounts shall be independently examined by one or more properly qualified auditor or auditors as defined by the Act.

INVESTMENT MANAGERS

27 APPOINTMENT OF INVESTMENT MANAGERS

The Board of Directors may appoint as the investment manager for the Company any person whom they are satisfied after enquiry is a proper and competent person to act in that capacity and who is either:

- 27.1 an individual of repute with at least 15 years' experience of investment management and who is an authorised person within the meaning of the Financial Services Act 1986; or
- 27.2 a company or firm of repute which is an authorised or exempted person within the meaning of the Financial Services Act 1986 otherwise than by virtue of section 45(1)(J) of that Act as amended or re-enacted from time to time.

28 POWERS OF INVESTMENT MANAGERS

The Board of Directors may delegate to investment managers so appointed at the discretion of the Board of Directors the power to buy and sell investments for the Company on behalf of the Board of Directors in accordance with the investment policy laid down by the Board of Directors. The Board of Directors may do so only on terms consistent with these Articles.

29 DELEGATION BY THE BOARD OF DIRECTORS

When the Board of Directors makes any delegation under Article 28 it shall:

- 29.1 inform the investment manager in writing of the extent of the Company's investment powers;
- 29.2 lay down a detailed investment policy for the Company and immediately inform the investment manager in writing of it and of any changes to it;
- 29.3 ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
- 29.4 ensure that it is kept informed and review on a regular basis the performance of the investment portfolio managed by the investment manager under his delegated authority;
- 29.5 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
- 29.6 review the appointment at such intervals not exceeding 24 months as it thinks fit.

30 TERMS OF DELEGATION

Any delegation by the Board of Directors under Article 29 shall be on the terms that:

- 30.1 the investment manager shall comply with the terms of his delegated authority;
- 30.2 the investment manager shall not do anything which the Board of Directors do not have the power to do;
- 30.3 the Board of Directors may on reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of these Articles; and
- 30.4 the investment manager shall report in the manner directed by the Board of Directors all sales and purchases of investments made on its behalf.

31 NOMINEE

The Board of Directors may make such arrangements as they think fit for any investments by the Company of income from those investments to be held by a corporate body as the nominee of the Board of Directors. The Board of Directors may pay reasonable and proper remuneration to any corporate body acting as the Board of Directors nominee in pursuance of this clause.

INDEMNITY

32 INDEMNITY OF OFFICERS

- 32.1 Subject to the provisions of the Act every Director, Auditor, Secretary or other office of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution or the discharge of his duties.
- 32.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

33 INSURANCE

The Board of Directors shall have the power to purchase and maintain for any Director such insurance as is permitted by the provisions of the Appendix to the Memorandum of Association of the Company.

34 COMMUNICATIONS

- 34.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company.

34.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

34.3 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

35 **DISSOLUTION**

If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, this shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to the Board of Management for Methodist Residential Schools for it to hold on the trusts of the Deed or for such other charitable purposes of the Methodist Church as the Methodist Conference shall from time to time direct.