

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE



ARTICLES OF ASSOCIATION

- of -

THE FOUNDATION OF THE COLLEGE
OF ST GEORGE, WINDSOR CASTLE

1. Membership

- 1.1 The Charity must maintain a register of Members in accordance with Section 352 of the Companies Act.
- 1.2 The sole Member of the Charity shall be the Dean and Canons of Windsor.
- 1.3 Membership is terminated if the Member concerned:
 - (a) gives written notice of resignation to the Charity; or
 - (b) ceases to exist.
- 1.4 Notwithstanding Article 1.2, in the event that the Membership of the Dean and Canons of Windsor is terminated then, upon such termination, the Trustees who are in office at the time of the termination shall become the Members. Thereafter, the Members shall be the Trustees and the Membership of a Trustee shall commence upon appointment as a Trustee and shall terminate upon ceasing to hold that office.
- 1.5 The Trustees may establish different classes of Associate Membership and by regulation prescribe their respective rights, privileges, duties and the circumstances in

which their Associate Membership is terminated and set the amounts of any subscriptions.

- 1.6 Membership of the Charity is not transferable, but Associate Membership may be transferred with the consent of the Trustees.

2. General Meetings

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a Member organisation) by an authorised representative. General meetings are called on at least 21 clear days' written notice specifying the business to be discussed.
- 2.2 There is a quorum at a general meeting if the number of Members or authorised representatives personally present is at least one or (at any time at which the Members are the Trustees in accordance with Article 1.4) three.
- 2.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other Canon of Windsor nominated by the Chairman or, failing which, elected by the Dean and Canons of Windsor, presides at a general meeting.
- 2.4 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.
- 2.5 Except for the chairman of the meeting, who, in the event of an equality of votes, has a casting vote in addition to any other vote he may have, every Member present in person or through an authorised representative has one vote on each issue.
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose, the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.

2.7 Except in the first year, the Charity must hold an AGM in every year. The first AGM must be held within 18 months after the Charity's incorporation.

2.8 At an AGM the Members:

- (a) receive the accounts of the Charity for the previous financial year;
- (b) receive the Trustees' report on the Charity's activities since the previous AGM;
- (c) appoint auditors for the Charity; and
- (d) may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

2.9 Any general meeting which is not an AGM is an EGM.

2.10 An EGM may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least one Member.

2.11 In addition and without prejudice to the provisions of Section 303 of the Act, the Members may by ordinary resolution remove any Trustee before the expiration of his period of office and, subject to Article 4.5, may by ordinary resolution appoint in his stead another person who is suitably qualified in accordance with Article 3.2(c), though not elected by the Trustees, but any person so appointed shall hold his office only until the next Main Annual Meeting of the Trustees.

3. The Trustees

3.1 The Trustees as charity trustees have control of the Charity and its property and funds.

3.2 The Trustees when complete shall consist of at least three and not more than twelve individuals who shall comprise:

(a) The Dean of Windsor, who shall automatically be a Trustee by virtue of his office and shall automatically cease to be a Trustee upon ceasing to hold that office; and

(b) The following Nominated Trustees:

(i) One individual nominated by St George's House; and

(ii) One individual nominated by St George's School; and

(iii) One individual nominated by the Associate Members; and

(c) The following Elected Trustees:

(i) At least one and up to four individuals elected by the Trustees from among the Knights and Ladies (including Royal and Stranger Knights and Ladies) of the Garter; and

(ii) At least one and up to four individuals elected by the Trustees, who are independent of the College of St George, at least one of whom should be a member of the Royal Household.

3.3 For the purposes of Article 3.2, an individual who is independent of the College of St George means someone who is not:

(a) a Canon of Windsor;

(b) a Trustee, employee or member for the purposes of the Companies Act of St George's House;

- (c) a Trustee, employee or member for the purposes of the Companies Act of St George's School;
- (d) an Associate Member; or
- (e) an employee of the Dean and Canons of Windsor.

For the avoidance of doubt, someone who is a Military Knight of Windsor or an Honorary Member of the College of St George (as defined from time to time by the Dean and Canons of Windsor) shall be treated for the purposes of Article 3.2 as being independent of the College of St George.

- 3.4 Every Trustee after appointment must sign a declaration of willingness to act as a charity trustee of the Charity before he may vote at any meeting of the Trustees.
- 3.5 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 3.6 The Trustees may act notwithstanding any vacancies but, if the Trustees shall at any time be reduced to less than three, they may act only for the purposes of filling vacancies or of calling a general meeting.

4. Nominated Trustees

- 4.1 A Nominated Trustee nominated by St George's House or St George's School shall be nominated in accordance with such procedures as the charity trustees of St George's House and St George's School shall respectively determine.
- 4.2 A Nominated Trustee nominated by the Associate Members shall be nominated at an annual meeting of the Associate Members for which the Trustees shall make provision by regulation and in accordance with such procedures as the Trustees shall determine in such regulation.

- 4.3 Any nomination of a Nominated Trustee shall be notified to the Charity by notice in writing, addressed to the Chairman and signed on behalf of the relevant nominating body and the person being nominated (indicating his consent to the nomination). The appointment of the Nominated Trustee shall take effect upon receipt of the notice by the Chairman.
- 4.4 The period of office of a Nominated Trustee may be terminated by the withdrawal of his nomination by notice in writing, addressed to the Chairman and signed on behalf of the relevant nominating body, with a copy to the Nominated Trustee whose nomination is being withdrawn. The termination of office of such Nominated Trustee shall take effect upon receipt of the notice by the Chairman.
- 4.5 In the event that the term of office of a Nominated Trustee is terminated, in whatever manner, the relevant nominating body may nominate another individual to take the place of that Trustee.
- 4.6 Subject to Articles 4.4 and 6, a Nominated Trustee shall hold office for a period of three calendar years, commencing with the date on which his nomination is received by the Chairman. At the end of this term, a Nominated Trustee may be nominated for a further term of three years, provided that any Nominated Trustee who has held office for two consecutive terms shall not be eligible for further election until a period of one calendar year has elapsed since he last held office.

5. Elected Trustees

- 5.1 New Elected Trustees (save for those appointed pursuant to Article 5.4) shall be elected by the Trustees at the Main Annual Meeting of the Trustees.
- 5.2 Subject to Articles 5.3, 5.4 and 6, Elected Trustees shall hold office for a period of three years, commencing at the conclusion of the Main Annual Meeting of the Trustees at which they are appointed and terminating at the conclusion of the third

Main Annual Meeting of the Trustees following their election. At the end of this term, Elected Trustees may be elected for a further term of three years, provided that any Elected Trustee who has held office for two consecutive terms shall not be eligible for further election until a period of one calendar year has elapsed since he last held office.

5.3 The following individuals shall be the first Elected Trustees and shall be deemed to have been elected under these Articles:

- (a) Lord Carrington, Sir Richard Johns and Baroness Wilcox, who, subject to Article 6, shall serve for a term of three years, commencing with their appointment and terminating at the conclusion of the third Main Annual Meeting of the Trustees following their appointment;
- (b) The Duke of Abercorn, Lord Bingham and Mr Alan Reid, who, subject to Article 6, shall serve for a term of four years, commencing with their appointment and terminating at the conclusion of the fourth Main Annual Meeting of the Trustees following their appointment;
- (c) Lord Butler and Mrs Hilary Weston, who, subject to Article 6, shall serve for a term of five years, commencing with their appointment and terminating at the conclusion of the fifth Main Annual Meeting of the Trustees following their appointment.

Provided always, that at the end of their first term of office, the first Elected Trustees may be elected for a further term of three years, but thereafter any first Elected Trustee who has held office for two consecutive terms shall not be eligible for further election until a period of one calendar year has elapsed since he last held office.

5.4 The Trustees may at any time co-opt any individual who is qualified to be appointed as an Elected Trustee to fill a vacancy in the number of Elected Trustees or as an additional Elected Trustee, provided that the maximum number of Elected Trustees prescribed by these Articles is not exceeded. A co-opted Elected Trustee holds office

only until the next Main Annual Meeting of the Trustees, when he shall be eligible for election as an Elected Trustee. The term served by a co-opted Elected Trustee shall not be taken into account in determining the number of terms served by him for the purposes of Article 5.2.

6. Termination of Trusteeship

6. A Trustee's term of office automatically terminates if he:

- (a) is disqualified under the Charities Act from acting as a charity trustee;
- (b) dies or is incapable, whether mentally or physically, of managing his own affairs;
- (c) is absent from three consecutive meetings of the Trustees (unless a majority of the other Trustees resolve that he should remain in office);
- (d) resigns by written notice to the Trustees (but only if at least three Trustees will remain in office);
- (e) is removed by resolution of the Members;
- (f) (if relevant) ceases to be the nominee of St George's House, St George's School or the Associate Members.

7. Trustees' Meetings

7.1 The Trustees must hold at least three meetings each year, one of which must be the Main Annual Meeting of the Trustees for that year.

- 7.2 A quorum at a meeting of the Trustees is one half of the number of Trustees (provided that if one half of the number of Trustees is not a whole number, the number required for a quorum shall be rounded up to the next whole number).
- 7.3 The Trustees must hold a Main Annual Meeting of the Trustees in every year and shall specify the meeting as such in the notices calling it. The first Main Annual Meeting of the Trustees must be held within 18 months after the Charity's incorporation and thereafter no less than 11 and no more than 12 months shall elapse between Main Annual Meetings of the Trustees.
- 7.4 At a Main Annual Meeting of the Trustees, the Trustees:
- (a) accept the retirement of those Trustees who wish to retire or who are retiring at the end of their term of office;
 - (b) elect Elected Trustees to fill any vacancies arising;
 - (c) approve the accounts of the Charity for the previous financial year for presentation to the Members;
 - (d) approve the Trustees' report on the Charity's activities since the previous AGM for presentation to the Members;
 - (e) may discuss and determine any other business put before them.
- 7.5 A meeting of the Trustees or a committee constituted under Article 8.4 may be held either in person or by conference telephone or other suitable electronic means agreed by the Trustees, in which all participants may communicate with all the other participants. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Trustees or a committee (as the case may be) duly convened and held with such persons physically present.

- 7.6 The Dean of Windsor shall be the Chairman and shall preside at each meeting of the Trustees. If the Dean of Windsor is unable or unwilling to preside at a meeting of the Trustees, some other Canon of Windsor nominated by the Dean of Windsor or, failing which, elected by the Dean and Canons of Windsor shall preside.
- 7.7 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 7.8 Except for the chairman of the meeting, who (provided he is also a Trustee) in the case of an equality of votes is entitled to a casting vote in addition to any other vote he may have, every Trustee has one vote on each issue. For the avoidance of doubt, a Canon of Windsor nominated or elected to preside at a meeting of the Trustees pursuant to Article 7.6 shall not have a vote unless he is also a Trustee.
- 7.9 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

8. Trustees' Powers

The Trustees have the following powers in the administration of the Charity:

- 8.1 To appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act;
- 8.2 To appoint a Patron, President and Vice-Presidents of the Charity and to make regulations consistent with the Memorandum, the Articles and the Companies Act to govern their respective rights, privileges, duties and terms of office;
- 8.3 To appoint such honorary officers from among their number and/or others as they see fit;

- 8.4 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees;
- 8.5 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings;
- 8.6 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees;
- 8.7 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any) and to prescribe the respective rights, privileges and duties of Associate Members and the circumstances in which Associate Membership is terminated and to set the amounts of any subscriptions;
- 8.8 To establish procedures to assist the resolution of disputes or differences within the Charity;
- 8.9 To exercise any powers of the Charity which are not reserved to a general meeting.

9. Records and Accounts

- 9.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - (a) annual returns;

- (b) annual reports; and
- (c) annual statements of account.

9.2 The Trustees must keep proper records of:

- (a) all proceedings at general meetings;
- (b) all proceedings at meetings of the Trustees;
- (c) all reports of committees; and
- (d) all professional advice obtained.

9.3 Accounting records relating to the Charity must be made available for inspection by any Trustee or Member at any time during normal office hours.

9.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or Member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

10. **Notices**

10.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to Members or Associate Members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Charity.

10.2 The only address at which a Member is entitled to receive notice sent by post is an address shown in the register of Members.

10.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- (b) two clear days after being sent by first class post to that address;
- (c) three clear days after being sent by second class or overseas post to that address;
- (d) on the date of publication of a newspaper containing the notice;
- (e) on being handed to the recipient named in the notice (or, in the case of a Member organisation, its authorised representative) personally; or, if earlier,
- (f) as soon as the recipient named in the notice acknowledges actual receipt.

10.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

11. **Dissolution**

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

12. Interpretation

12.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

"AGM" means an annual general meeting of the Charity;

"the Articles" means the Charity's articles of association;

"Associate Member" and "Associate Membership" refer to a supporter who may be called a "member" but is not a Member of the Charity for the purposes of the Companies Act;

"authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary;

"Canon of Windsor" means a person who is a Canon of Windsor for the time being;

"Chairman" means the chairman of the Trustees;

"the Charity" means the company governed by the Articles;

"the Charities Act" means the Charities Act 1993;

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act;

"clear day" means 24 hours from midnight following the relevant event;

"the College of St George"	means the College of St George in Windsor Castle;
"the Commission"	means the Charity Commissioners for England and Wales;
"the Companies Act"	means the Companies Act 1985;
"connected person"	means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1% of the share capital;
"custodian"	means a person or body who undertakes safe custody of assets or of documents or records relating to them;
"the Dean and Canons of Windsor"	means the ecclesiastical corporation aggregate known as the Dean and Canons of Windsor established by Foundation Statutes of 1352;
"the Dean of Windsor"	means the person who is the Dean of Windsor for the time being or, at a time when there is no Dean of Windsor, the person who is the President of the College of St George for the time being;

"EGM"	means an extraordinary general meeting of the Charity;
"Elected Trustee"	means a person elected as a Trustee in accordance with Article 3.2(c);
"financial expert"	means a person who is reasonably believed by the Trustees to be qualified to give the relevant advice and/or provide the relevant services by his ability in and practical experience of financial and other matters relating to the investment;
"financial year"	means the Charity's financial year;
"firm"	includes a limited liability partnership;
"indemnity insurance"	means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
"Main Annual Meeting of the Trustees"	means a meeting of the Trustees held in accordance with Article 7.3;
"material benefit"	means a benefit which may not be financial but has a monetary value;
"member" and "membership"	refer to membership of the Charity for the purposes of the Companies Act ;

"Memorandum"	means the Charity's Memorandum of Association;
"month"	means calendar month;
"Nominated Trustee"	means a Trustee nominated as a Trustee in accordance with Article 3.2(b);
"the Objects"	means the Objects of the Charity as defined in Clause 3 of the Memorandum;
"Secretary"	means the company secretary of the Charity;
"St George's Chapel"	means St George's Chapel, Windsor Castle;
"St George's House"	means the registered charity known as St George's House Trust (Windsor Castle), registered charity number 1071186, company number 3597496;
"St George's School"	means the registered charity known as St George's School Windsor Castle, registered charity number 1100392, company number 4347052;
"taxable trading"	means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out of the Objects, the profits of which are subject to corporation tax;

"Trustee"	means a director of the Charity and "Trustees" means the directors;
"written" or "in writing"	refers to a legible document on paper including a fax message;
"year"	means calendar year.

12.2 Expressions defined in the Companies Act have the same meaning.

12.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

12.4 Words importing the singular number only shall include the plural number, and vice versa.

12.5 Words importing the masculine gender only shall include the feminine gender.

12.6 Words importing persons shall include corporations.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

THE CORPORATE SEAL of THE DEAN
AND CANONS OF HER MAJESTY'S
FREE CHAPEL OF SAINT GEORGE
WITHIN HER MAJESTY'S CASTLE AT
WINDSOR was hereunto affixed in the presence of:

Witness Signature: CHARLOTTE MANLEY

Witness Name: CHARLOTTE MANLEY

Address: 7 THE CLOISTER
WINDSOR CASTLE
BERKSHIRE SL4 1NJ

Occupation: CHAPTER CLERK TO THE DEAN AND CANONS OF WINDSOR

DATED this 7th day of September 2006