

Company number 8375620

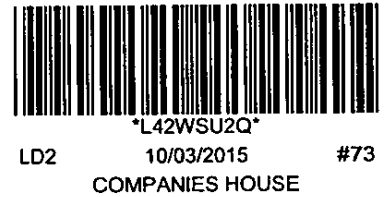
WRITTEN RESOLUTION

of *KEVIN MCGINNELL*

DUNS SCOTUS TRUST (Company)

1 February 2015

TUESDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the ~~directors~~<sup>members</sup> of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

**SPECIAL RESOLUTION**

THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 20 January 2015, hereby irrevocably agrees to the Resolution

Signed by

*K A McGinnell*

Date

*1 February 2015*

**NOTES**

1 If you agree with the Resolution, please indicate your agreement by either

1 1 signing and dating this document where indicated above and returning the signed version by post to Adam Jones at Winckworth Sherwood, Minerva House, 5 Montague Close, London, SE1 9BB, or

1 2 signing and dating this document where indicated above and emailing a scanned copy to Adam Jones at [ajones@wsilaw.co.uk](mailto:ajones@wsilaw.co.uk) under the subject line "Written Resolution"

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3 Unless, by 28 February 2015, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

Company number 8375620

WRITTEN RESOLUTION

of

DUNS SCOTUS TRUST (Company)

1 February 2015

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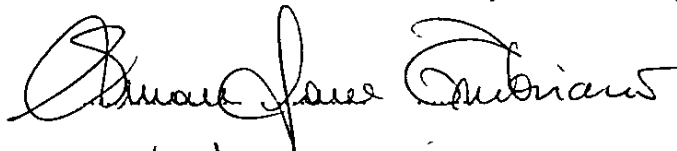
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Signed by Sue Imbriano



13 / 2 / 15

Date

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WRITTEN RESOLUTION

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1 February 2015

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*members*

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Signed by John Hugh Davies



Date

5/2/2015 .

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Company number 8375620

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DUNS SCOTUS TRUST (**Company**)

1 February 2015

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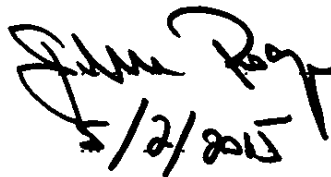
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Signed by John Rogers



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Signed by Philip Reynolds 

Date

05/02/2015

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Signed by Kevin McGinnell

*Kevin A. Mc Smell.*

Date

*5 February 2015.*

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THE COMPANIES ACT 2006

|

EFFECTIVE DATE FEBRUARY 2015

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

DUNS SCOTUS TRUST

COMPANY NUMBER 8375620

THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE  
ARTICLES OF ASSOCIATION  
OF  
DUNS SCOTUS TRUST

**INTERPRETATION**

- 1 In these Articles -
- a "the Articles" means these Articles of Association of the Charity,
  - b "Canon Law" means the canon law of the Catholic Church from time to time in force and if any question arises as to the interpretation of Canon Law, this shall be determined exclusively by the Diocesan Bishop,
  - c "the Charity" means the company intended to be regulated by these Articles and referred to in Article 2,
  - d "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect,
  - e "Clerk" means the clerk or secretary of the Charity or any other person appointed to perform the duties of the clerk or secretary of the Charity, including a joint, assistant or deputy clerk or secretary,
  - f "the Commission" means the Charity Commission for England and Wales,
  - g "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Charity,
  - h "the Diocesan Bishop" means the Bishop for the time being of the Diocese with responsibility for education and schools and in the case of the See being vacant or impeded, the person or persons on whom the governance of the See has devolved in accordance with Canon Law and for the purposes of any guidance or direction issued as contemplated in these Articles includes any

person to whom the Diocesan Bishop's powers and functions have been delegated, including officers of the Diocesan Education Service,

- i "the Diocesan Catholic Academies" means the Catholic schools in the Diocese designated as such by the Diocesan Bishop, formally constituted as academies pursuant to the Academies Act 2010 and operated under the relevant Diocesan Multi Academy Company,
- j "the Diocesan Education Service" means the education service established by the Diocesan Bishop to promote Catholic education and to support the Catholic schools in the Diocese,
- k "the Diocesan Multi Academy Company" means the multi academy trusts (companies) established by or with the approval of the Diocesan Bishop to operate the Diocesan Catholic Academies, which are regulated by the Secretary of State and with whom the multi academy trusts enter into academy arrangements pursuant to s 2 of the Academies Act 2010,
- l "the Diocese" means the Catholic Diocese of Northampton which includes any area under the jurisdiction of the Catholic Bishop of Northampton under Canon Law,
- m "the Directors" means the directors of the Charity. The directors are charity trustees as defined in section 177 of the Charities Act 2011,
- n "the Executive Director" means such person as may be appointed by the Directors to act as the Executive Director of the Charity with executive powers,
- o "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,
- p "Member" means a member of the Charity and someone who as such is bound by the undertaking contained in Article 8,
- q "the Memorandum" means the Memorandum of Association of the Charity,
- r "Office" means the registered office of the Charity,
- s "schools" means the schools established in accordance with the Education Acts (including for the avoidance of doubt the Academies Act 2010) and serving the communities in which the Charity operates,

- t "the seal" means the common seal of the Charity if it has one,
- u "Secretary of State" means the Secretary of State for Education or successor,
- v "the United Kingdom" means Great Britain and Northern Ireland,
- w words importing the masculine gender only shall include the feminine gender  
Words importing the singular number shall include the plural number, and vice versa,
- x subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate,
- y any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto

2 The company's name is Duns Scotus Trust and in this document it is called "**the Charity**"

3 The Charity's registered office is to be situated in England and Wales

#### OBJECTS

4 The Charity's objects ("**the Objects**") are specifically restricted to the advancement of the Catholic religion in the Diocese by such means as the Diocesan Bishop may think fit and proper by, but without prejudice to the generality of the foregoing

a) working in collaboration with the Diocesan Education Service and advising the Diocesan Bishop, to promote or assist in the promotion of Catholic education in the Diocese, being education which is conducted in accordance with the principles, practices, tenets and teachings of the Catholic Church and all Catholic Canon Law applying thereto,

b) to establish, maintain and support the Diocesan Catholic Academies by acting as the holding company and the founder member of the Diocesan Multi Academy Companies, and

- 
- c) to promote or assist in the promotion of religious education and religious worship in schools in the Diocese

all of which activities shall be carried out for the public benefit and in accordance with the principles, practices and tenets of the Catholic Church and all Catholic Canon Law applying thereto having regard to any advice and following any directives issued from time to time by the Diocesan Bishop to ensure that the formation, governance and education of the Academies is based on the principles of Catholic doctrine, and at all times serving as a witness to the Catholic faith in Our Lord Jesus Christ

- 5 In furtherance of the Objects but not further or otherwise the Charity may exercise the following powers -

- (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity,
- (b) to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,
- (c) to acquire, alter, improve, insure and (subject to such consents as may be required by law) to charge or otherwise dispose of property,
- (d) subject to Article 6 below to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants,
- (e) to establish or support, whether financially or otherwise any charitable companies, trusts, associations or institutions formed for all or any of the Objects, including for the avoidance of doubt the Diocesan Multi Academy Companies,
- (f) to co-operate including undertaking joint fundraising with other charities, voluntary bodies, public bodies and statutory authorities operating in furtherance of the Objects to exchange information and advice with them and to transfer to them any property or interest of the Charity for such



consideration as the Charity shall think fit,

- (g) to pay out of funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity,
- (h) to establish, sponsor, maintain, carry on, manage and develop (or to assist and support others who are so doing) Catholic schools at locations to be determined by the Directors providing such support and direction as may be desirable for the success and sustainability of such schools,
- (i) to promote or assist in the promotion of Catholic schools,
- (j) to protect any Diocesan Catholic Academy educational endowments and to hold in trust, for the benefit of such schools and any other educational establishments in which the Charity may from time to time have an interest or for the promotion of any other object of the Charity, such land monies or other property as shall be placed in the safe keeping of the Charity for any such purpose or purposes as aforesaid,
- (k) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils of Catholic schools, and otherwise to encourage and assist pupils and former pupils,
- (l) to carry out research into the development and application of new techniques in education in particular in relation to the areas of curriculum specialisation, curriculum development, performance management and career development of those employed by schools and raising standards generally and to publish the results of such research and to develop means of benefiting from the application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in schools,
- (m) to provide educational facilities and services to the Diocesan Catholic Academies and as ancillary thereto to students of all ages and the wider community for the public benefit including advising any other body or person concerned in any matter affecting Catholic schools,
- (n) to receive and to make grants and loans in aid of building, enlarging or improving buildings and facilities used by the Diocesan Catholic

Academies,

- (o) subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Charity to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Charity may think fit,
- (p) to deposit or invest any funds of the Charity not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Directors consider necessary and having regard to the suitability of investments and the need for diversification),
- (q) to delegate the management of investments to a financial expert, but only on terms that
  - (i) the investment policy is set down in writing for the financial expert by the Directors,
  - (ii) every transaction is reported promptly to the Directors,
  - (iii) the performance of the investments is reviewed regularly with the Directors,
  - (iv) the Directors are entitled to cancel the delegation arrangement at any time,
  - (v) the investment policy and the delegation arrangement are reviewed at least once a year,
  - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt, and
  - (vii) the financial expert must not do anything outside the powers of the Directors
- (r) to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Directors or of a financial expert acting under their instructions, and to pay any reasonable fee required,
- (s) to provide indemnity insurance to Directors in accordance with, and subject to the conditions of sections 232 to 235 (inclusive) of the Companies Act 2006, section 189 of the Charities Act 2011 or any other

provision of law applicable to charitable companies and such indemnity is limited accordingly,

- (t) to establish subsidiary companies whether charitable or otherwise to carry on any trade, business or undertaking for the purpose of raising funds for the Charity,
- (u) to accept from any person or body having objects similar to the Objects a transfer (with or without consideration) of such property as can legally and without breach of trust be transferred to the Charity and generally take over, purchase, acquire, hold, manage, improve, sell, let, mortgage or dispose of any lands or any estate or interest therein, and to accept and hold any gifts, devises and bequests of property and to collect and receive voluntary contributions, subscriptions, donations, legacies, inspection fees and payments by public bodies or others,
- (v) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
- (w) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (x) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects

6 1 The income and property of the Charity shall be applied solely towards the promotion of the Object

6 2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. Nonetheless a member of the Charity who is not also a Director may

- (a) benefit as a beneficiary of the Charity,
- (b) be paid reasonable and proper remuneration for any goods or services supplied to the Charity,
- (c) be paid rent for premises let by the member of the Charity if the

amount of the rent and other terms of the letting are reasonable and proper, and

- (d) be paid interest on money lent to the Charity at a reasonable and proper rate

6 3 A Director may benefit from any indemnity insurance purchased at the Charity's expense to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Charity Provided that any such insurance shall not extend to (i) any claim arising from any act or omission which Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not, and (ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Charity Further, this Article does not authorise a Director to benefit from any indemnity insurance that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law

6 4 A company, which has shares listed on a recognised stock exchange and of which any one Director holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Charity

6 5 A Director may at the discretion of the Directors be reimbursed from the property of the Charity for reasonable expenses properly incurred by him or her when acting on behalf of the Charity

6 6 No Director may

- (a) buy any goods or services from the Charity,
- (b) sell goods, services, or any interest in land to the Charity,
- (c) be employed by or receive any remuneration from the Charity (other than any officer or servant of the Charity including the Executive Director whose employment and/or remuneration is subject to the procedure and conditions in Article 6 8)
- (d) receive any other financial benefit from the Charity,

unless

- (i) the payment is permitted by Article 6 7 and the Directors follow the procedure and observe the conditions set out in Article 6 8, or
- (ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes

6 7 Subject to Article 6 8, a Director may

- (a) receive a benefit from the Charity in the capacity of a beneficiary of the Charity
- (b) be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director
- (c) receive interest on money lent to the Charity at a reasonable and proper rate
- (d) receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper,
- (e) receive a benefit albeit indirect in the capacity as an employee, governor or trustee of a school to whom the Charity is providing support and assistance

6 8 The Charity and its Directors may only rely upon the authority provided by Article 6 7 if each of the following conditions is satisfied

- (a) the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances
- (b) the Director is absent from the part of any meeting at which there is discussion of
  - i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit, or
  - ii) his or her performance in the employment, or his or her performance of the contract (unless present solely in his or her capacity as an

- employee), or
- iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6 7, or
  - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6 7
- (c) the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting
- (d) save in relation to employing or contracting with any officer or servant of the Charity including the Executive Director, the other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest)
- (e) the reason for their decision is recorded by the Directors in the minute book
- (f) a majority of the Directors then in office have received no such payments or benefit ignoring for this purpose any indirect benefit received as envisaged in Article 6 7(e)

6 9 In Articles 6 2-6 9

- (a) "Charity" shall include any company in which the Charity
  - holds more than 50% of the shares, or
  - controls more than 50% of the voting rights attached to the shares, or
  - has the right to appoint one or more directors to the board of the company
- (b) "Director" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his or her partner
- (c) the employment or remuneration of a Director includes the

engagement or remuneration of any firm or company in which the Director is

- (i) a partner,
- (ii) an employee,
- (iii) a consultant,
- (iv) a director,
- (v) a member, or
- (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital

- 7 The liability of the members of the Charity is limited
- 8 Every Member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the Charity's debts and liabilities before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
- 9 If the Charity is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity (except to a Member that is itself a charity), but shall be given or transferred to some other charity or charities having objects similar to the Object which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 6 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object
- 10 No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Charity would cease to be a company to which section 60 of the Companies Act 2006 applies, or (b) that the Charity would cease to be a charity

## MEMBERS

- 11 The Members of the Charity shall comprise
- (a) the signatories to the Memorandum, who shall be the first Members and who shall have been appointed by the Diocesan Bishop,
  - (b) the Diocesan Bishop, and
  - (c) any person (whether corporate or otherwise in each case) appointed under Article 14,
- 12 Membership is not transferrable to anyone else
- 13 Membership will terminate automatically if
- a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution,
  - b) a Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering his own affairs,
  - c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally, or
  - d) a Member fails to pay any subscription fee which is due and unpaid after six months, and a resolution terminating the Member's membership has been passed at a general meeting of the Charity
- 14 The Members may agree by passing a special resolution in writing to appoint such additional Members as they think fit and may agree by passing a special resolution in writing to remove any such additional Members provided that such appointment or removal is in the interests of the Charity and the approval of the Diocesan Bishop is first obtained
- 15 The Members may agree unanimously in writing to remove any Member(s) who is a signatory to the Memorandum except for the Diocesan Bishop (save that the agreement of a signatory to the Memorandum who is to be removed shall not be required), provided that it is in the interests of the Charity to remove such a Member(s)



- 16 Every person appointed to be a Member of the Charity shall either sign a written consent to become a Member or sign the register of Members on becoming a Member
- 17 Any Member may resign provided that after such resignation the number of Members is not less than two

#### GENERAL MEETINGS

- 18 The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member of the Charity may call a general meeting

#### NOTICE OF GENERAL MEETINGS

- 19 General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy. The notice shall be given to all the Members, to the Directors and auditors
- 20 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

#### PROCEEDINGS AT GENERAL MEETINGS

- 21 No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Four persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum

- 22 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine
- 23 The chairman, if any, of the Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be the chairman
- 24 If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman
- 25 A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting
- 26 The chairman may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted Otherwise it shall not be necessary to give any such notice
- 27 A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded Subject to the provisions of the Companies Act 2006, a poll may be demanded -
- (a) by the chairman, or
  - (b) by at least two Members having the right to vote at the meeting, or
  - (c) by a Member or Members representing not less than one-tenth of the

total voting rights of all the Members having the right to vote at the meeting

- 28 Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution
- 29 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made
- 30 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 31 A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
- 32 No notice need be given of a poll not taken immediately if the time, date and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time, date and place at which the poll is to be taken
- 33 A resolution in writing agreed by such number of Members as required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may

consist of several instruments in the like form each agreed by one or more Members and may include an electronic communication from a Member indicating his or her agreement to the form of resolution providing that the Member has previously notified the Secretary in writing of the email address or addresses which the Member will use

#### VOTES OF MEMBERS

- 34 On the show of hands every Member present in person shall have one vote  
On a poll every Member present in person or by proxy shall have one vote
- 35 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid
- 36 No objections shall be raised to the qualification of any person to vote at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive
- 37 An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

“I/We, \_\_\_\_\_, of \_\_\_\_\_, being a Member/Members of the above named Charity, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or in his absence, \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Charity to be held on 20[ ] , and at any adjournment thereof

Signed on 20[ ]”

- 38 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)-

“I/We, \_\_\_\_\_, of \_\_\_\_\_, being a Member/Members of the above-named

Charity, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or in his absence, \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Charity, to be held on \_\_\_\_\_ 20[ ]], and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 \*for \* against

Resolution No 2 \*for \* against

\*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed on \_\_\_\_\_ 20[ ]]"

39 The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Directors may -

(a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll,

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

40 A vote given or poll demanded by proxy or by the duly authorised

representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

- 41 Any organisation which is a Member of the Charity and which is a school shall be represented by its principal or headteacher and if not a school may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the principal or headteacher or the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Charity

#### DIRECTORS

- 42 The number of Directors shall not be subject to any maximum All Directors shall upon their appointment give a written undertaking to the Diocesan Bishop in such form as the Diocesan Bishop shall require to uphold the Objects of the Charity
- 43 Subject to Articles 45-46, the Charity shall have the following Directors
- (a) Directors appointed by the Diocesan Bishop under Article 47,
  - (b) the Head of Service of the Diocesan Education Service, and
  - (c) the Executive Director, if appointed by the Diocesan Bishop
- 44 The Charity may also have any Co-opted Director appointed under Article 51
- 45 The first Directors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006
- 46 Future Directors shall be appointed or elected, as the case may be, under these Articles

## APPOINTMENT OF DIRECTORS

- 47 The Diocesan Bishop shall appoint such number of Directors as he sees fit
- 48 Not Used
- 49 The Head of the Diocesan Education Service shall be treated for all purposes as being an ex officio Director
- 50 Any Executive Director if appointed shall serve in an executive capacity and be employed by the Charity provided the provisions of Article 6 are complied with and any such Director serving in such capacity shall be a Director for as long as he or she remains in office as such

## CO-OPTED DIRECTORS

- 51 The Directors may appoint Co-opted Directors A 'Co-opted Director' means a person who is appointed to be a Director by being Co-opted by Directors who have not themselves been so appointed

## TERM OF OFFICE

- 52 Subject to Articles 49 and 50, the term of office for any Director shall be for a term of up to 4 years except for any Director appointed in an executive function who will serve ex officio Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected but not for more than three terms without the express written approval of the Diocesan Bishop

## RESIGNATION AND REMOVAL

- 53 A Director shall cease to hold office if he resigns his office by notice to the Charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect) A Director shall cease to hold office if he is removed by the person or persons who appointed him or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006

## DISQUALIFICATION OF DIRECTORS

- 54 No person shall be qualified to be a Director unless he is aged 18 or over at  
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the date of his election or appointment

- 55 A Director shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs
- 56 A Director shall cease to hold office if he is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated
- 57 A person shall be disqualified from holding or continuing to hold office as a Director if—
- a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced, or
  - b) he is the subject of a bankruptcy restrictions order or an interim order
- 58 A person shall be disqualified from holding or continuing to hold office as a Director at any time when he is 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)
- 59 A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)
- 60 A person shall be disqualified from holding or continuing to hold office as a Director if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated
- 61 A person shall be disqualified from holding or continuing to hold office as a Director where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum



sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011

62 Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Director, and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the Clerk

63 Articles 54 to 62 and Articles 80-81 also apply to any member of any committee of the Directors who is not a Director

#### CLERK TO THE DIRECTORS

64 The Clerk may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Clerk so appointed may be removed by them. Notwithstanding this Article, the Directors may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting

#### CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS

65 The Directors, in consultation with the Diocesan Bishop, shall elect a chairman from among their number. The Directors shall elect a vice chairman from among their number. A Director who is employed by the Charity shall not be eligible for election as chairman or vice-chairman

66 Subject to Article 67 the chairman or vice-chairman shall hold office as such for such period, up to three years, as specified at the time of election until his successor has been elected in accordance with Article 68

67 The chairman or vice-chairman may at any time resign his or her office by giving notice in writing to the Clerk. The chairman or vice-chairman shall cease to hold office if -

- (a) he or she ceases to be a Director,
- (b) he or she is employed by the Charity,

(c) he or she is removed from office in accordance with these Articles, or

(d) in the case of the vice-chairman, he or she is elected in accordance with these Articles to fill a vacancy in the office of chairman

68 Where by reason of any of the matters referred to in Article 67, a vacancy arises in the office of chairman or vice-chairman, the Directors shall at their next meeting elect one of their number to fill that vacancy

69 Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting

70 Where in the circumstances referred to in Article 69 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Directors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Director elected shall not be a person who is employed by the Charity

71 The Clerk shall act as chairman during that part of any meeting at which the chairman is elected

72 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot

73 The Directors may remove the chairman or vice-chairman from office in accordance with these Articles

74 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Directors shall not have effect unless—

a) it is confirmed by a resolution passed at a second meeting of the Directors held not less than fourteen days after the first meeting, and

b) the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings

- 75 Before the Directors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Director or Directors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response

#### POWERS OF DIRECTORS

- 76 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors
- 77 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely
- (a) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Object and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object, and
  - (b) to enter into contracts on behalf of the Charity
- 78 In the exercise of their powers and functions, the Directors may consider any advice given by any executive officer
- 79 Any bank account in which any money of the Charity is deposited shall be operated by the Directors in the name of the Charity All cheques, BACS and orders for the payment of money from such an account shall be signed or authorised by at least two signatories authorised by the Directors

## CONFLICTS OF INTEREST

- 80 Any Director who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Director shall disclose that fact to the Directors as soon as he becomes aware of it. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any duty or personal interest (including but not limited to any Personal Financial Interest)
- 81 For the purpose of Article 80, a Director has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Director as permitted by and as defined by articles 6 5-6 9. A conflict of interest or conflict of loyalty shall not be deemed to occur solely from the fact that any Director is also a trustee, charity trustee, governor or director of any Catholic school, any Catholic diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or schools or other educational institution(s)

## THE MINUTES

- 82 The minutes of the proceedings of a meeting of the Directors shall be drawn up and entered into a book kept for the purpose by the person acting as Secretary for the purposes of the meeting, and shall be signed (subject to the approval of the Directors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of
- a) all appointments of officers made by the Directors, and
  - b) all proceedings at meetings of the Charity and of the Directors and of committees of Directors including the names of the Directors present at each such meeting

## COMMITTEES

- 83 Subject to these Articles, the Directors may establish any committee. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of

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reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that a majority of members of any such committee shall be Directors. The Directors may determine that some or all of the members of a committee who are not Directors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

#### DELEGATION

- 84 The Directors may delegate to any Director, committee, the Executive Director (if appointed) or other Director serving in an executive capacity or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Directors may impose and may be revoked or altered.
- 85 Where any power or function of the Directors is exercised by any committee, any Director, the Executive Director (if appointed) or any other holder of an executive office, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.
- 86 The Diocesan Bishop shall in consultation with the Directors appoint any Executive Director and the Directors may delegate such powers and functions as they consider are required by the Executive Director for the internal organisation, management and control of the Charity (including the implementation of all policies approved by the Directors and for providing support and direction to the schools as envisaged by the Objects). The Diocesan Bishop shall not be obliged to appoint an Executive Director but shall have regard to any recommendation by the Directors.

#### MEETINGS OF THE DIRECTORS

- 87 Subject to these Articles, the Directors may regulate their proceedings as they

think fit

88 The Directors shall hold at least three meetings in every school year Meetings of the Directors shall be convened by the Clerk In exercising his functions under this Article the Clerk shall comply with any direction—

a) given by the Directors, or

b) given by the chairman of the Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a)

89 Any three Directors may, by notice in writing given to the Clerk, requisition a meeting of the Directors, and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable

90 Each Director shall be given at least seven clear days before the date of a meeting –

(a) notice in writing thereof, signed by the Clerk, and sent to each Director at the address provided by each Director from time to time, and

(b) a copy of the agenda for the meeting,

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs

91 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof

92 A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Directors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting

- 93 A meeting of the Directors shall be terminated forthwith if—
- (a) the Directors so resolve, or
  - (b) the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with Article 99, subject to Article 101
- 94 Where in accordance with Article 93 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated
- 95 Where the Directors resolve in accordance with Article 93 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Secretary to convene a meeting accordingly
- 96 Subject to Article 98 the quorum for a meeting of the Directors, and any vote on any matter thereat, shall be any three Directors
- 97 The Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting
- 98 The quorum for the purposes of -
- (a) any vote on the removal of a Director in accordance with Article 54,
  - (b) any vote on the removal of the chairman of the Directors in accordance with Article 73,
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors entitled to vote on those respective matters

- 99 Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question Every Director shall have one vote
- 100 Subject to Article 96-98, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have
- 101 The proceedings of the Directors shall not be invalidated by
- (a) any vacancy among their number, or
  - (b) any defect in the election, appointment or nomination of any Director
- 102 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of the Directors or of a committee of the Directors, shall be valid and effective as if it had been passed at a meeting of the Directors or (as the case may be) a committee of the Directors duly convened and held Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors and may include an electronic communication from a Director indicating his or her agreement to the form of resolution providing that the Director has previously notified the Secretary in writing of the email address or addresses which the Director will use
- 103 Any Director shall be able to participate in meetings of the Directors by telephone or video conference provided that
- (a) he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting, and
  - (b) the Directors have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate

#### PATRONS AND HONORARY OFFICERS



104 The Directors may from time to time with the consent of the Diocesan Bishop appoint any person whether or not a Member of the Charity to be a patron of the Charity or to hold any honorary office and may determine for what period he is to hold such office

#### THE SEAL

105 The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director

#### ACCOUNTS

106 The Directors must comply with their obligations under the Charities Act 1993, as amended by the Charities Act 2006, with regard to

- (a) the keeping of accounting records for the Charity,
- (b) the preparation of annual statements of account for the Charity,
- (c) the auditing or independent examination of the statements of account of the Charity,
- (d) the transmission of the statements of account of the Charity to the Commission,
- (e) the preparation of an Annual Report and its transmission to the Commission,
- (f) the preparation of an Annual Return and its transmission to the Commission.

#### ANNUAL REPORT

107 The Directors shall prepare its Annual Report in accordance with the Charities Statement of Recommended Practice

#### ANNUAL RETURN

108 The Directors shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that

Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Charities Statement of Recommended Practice

## NOTICES

- 109 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications
- 110 A notice may be given by the Charity to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Charity by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Charity
- 111 A Member present, either in person or by proxy, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called
- 112 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent

## INDEMNITY

113 Subject to the provisions of the Companies Act 2006 every Director or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity

## RULES

114 The Directors may from time to time with the consent of the Diocesan Bishop and subject to any requirements that the Diocesan Bishop may issue from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate

- (a) the admission and classification of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members,
- (b) the conduct of Members of the Charity in relation to one another, and to the Charity's servants,
- (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
- (d) the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the Articles, and
- (e) generally, all such matters as are commonly the subject matter of

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company rules

- 115 The Charity in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Charity all such rules or bye laws, which shall be binding on all Members of the Charity Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles