

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

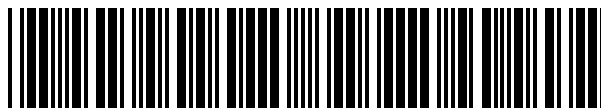
Company Number **14437735**

The Registrar of Companies for England and Wales, hereby certifies that

DOLPHIN SCHOOL, HURST

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **24th October 2022**



N14437735L



Companies House



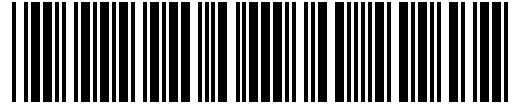
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **21/10/2022**

XBF2M6NL

Company Name in full: **DOLPHIN SCHOOL, HURST**

I confirm that the above proposed company meets the conditions for exemption from the requirements to have a name ending with 'Limited' or permitted alternatives

Company Type: **Private company limited by guarantee**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **DOLPHIN SCHOOL WALTHAM ROAD
HURST
BERKSHIRE
UNITED KINGDOM RG10 0FR**

Sic Codes: **85310
85100
85200**

Company Director *1*

Date of Birth: ****/07/1947** *Nationality:* **BRITISH**
Occupation: **DIRECTOR**

14437735

Type:	Person
Full Forename(s):	MS EDWINA MARY ELLEN
Surname:	DEAN-LEWIS
Former Names:	EDWINA MARY ELLEN LEWIS
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	UNITED KINGDOM

Date of Birth: ****/03/1963** *Nationality:* **BRITISH**
Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MR SAUL FOLLETT**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/08/1972** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: **MISS THEA HELENA MAIA FOLLETT**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/02/1985** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Individual Person with Significant Control details

Names: **LADY SUZANNE WATT**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/04/1963** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: **SAUL FOLLETT**

Address **DOLPHIN SCHOOL WALTHAM ROAD
HURST
BERKSHIRE
UNITED KINGDOM
RG10 0FR**

Amount Guaranteed **£1.00**

Name: **THEA HELENA MAIA FOLLETT**

Address **DOLPHIN SCHOOL WALTHAM ROAD
HURST
BERKSHIRE
UNITED KINGDOM
RG10 0FR**

Amount Guaranteed **£1.00**

Name: **SUZANNE WATT**

Address **DOLPHIN SCHOOL WALTHAM ROAD
HURST
BERKSHIRE
UNITED KINGDOM
RG10 0FR**

Amount Guaranteed **£1.00**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **SAUL FOLLETT**

Authenticated **YES**

Name: **THEA HELENA MAIA FOLLETT**

Authenticated **YES**

Name: **SUZANNE WATT**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of DOLPHIN SCHOOL, HURST

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Authentication
SAUL FOLLETT	Authenticated Electronically
THEA HELENA MAIA FOLLETT	Authenticated Electronically
SUZANNE WATT	Authenticated Electronically

Dated: 21/10/2022

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

Dolphin School, Hurst



10 Queen Street Place, London EC4R 1BE
bateswells.co.uk

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Index to Articles of Association of Dolphin School, Hurst

INTERPRETATION.....	1
1. Defined terms	1
OBJECTS AND POWERS	1
2. Objects	1
3. Powers.....	1
LIMITATION ON PRIVATE BENEFITS.....	3
4. Limitation on private benefits.....	3
LIMITATION OF LIABILITY AND INDEMNITY.....	5
5. Liability of members	5
6. Indemnity	6
GOVERNORS.....	6
<i>GOVERNORS' POWERS AND RESPONSIBILITIES</i>	<i>6</i>
7. Governors' general authority.....	6
8. Members' reserve power	6
9. Chair	6
10. Governors may delegate	6
11. Committees.....	7
12. Delegation of day-to-day management powers	7
13. Delegation of investment management	8
14. Rules.....	8
15. Core Values	8
<i>DECISION-MAKING BY GOVERNORS</i>	<i>8</i>
16. Governors to take decisions collectively	8
17. Calling a Governors' meeting	8
18. Participation in Governors' meetings	9
19. Quorum for Governors' meetings	10
20. Chairing of Governors' meetings	10
21. Casting vote.....	10
22. Unanimous decisions without a meeting	10
23. Governor interests and management of conflicts of interest	10
24. Register of Governors' interests	12
25. Validity of Governor actions	12
<i>APPOINTMENT AND RETIREMENT OF GOVERNORS.....</i>	<i>12</i>

26.	Number of Governors	12
27.	Appointment of Governors and retirement of Governors	12
28.	Disqualification and removal of Governors	13
	PATRONS.....	14
29.	Patrons.....	14
	MEMBERS	14
	<i>BECOMING AND CEASING TO BE A MEMBER</i>	<i>14</i>
30.	Becoming a member.....	14
31.	Termination of membership.....	15
32.	Categories of membership.....	15
33.	Associate members	16
	<i>ORGANISATION OF GENERAL MEETINGS.....</i>	<i>16</i>
34.	Annual general meetings	16
35.	General meetings	16
36.	Length of notice	16
37.	Contents of notice.....	17
38.	Service of notice	17
39.	Postponement	17
40.	Attendance and speaking at general meetings	18
41.	Quorum for general meetings.....	19
42.	Chairing general meetings	20
43.	Attendance and speaking by Governors, patrons and non-members	20
44.	Adjournment.....	21
	<i>VOTING AT GENERAL MEETINGS</i>	<i>21</i>
45.	Voting: general	21
46.	Votes.....	22
47.	Errors and disputes	22
48.	Poll votes	22
49.	Procedure on a poll.....	23
50.	Proxies	24
51.	Delivery of Proxy Notices.....	24
52.	Amendments to resolutions	26
	<i>WRITTEN RESOLUTIONS.....</i>	<i>26</i>
53.	Written resolutions	26
	ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS	27
54.	Communications by the Charitable Company	27
55.	Communications to the Charitable Company	29
56.	Secretary	29

57.	Irregularities	29
58.	Minutes.....	29
59.	Records and accounts.....	30
60.	Exclusion of model articles	30
	WINDING UP	30
61.	Winding up.....	30
	SCHEDULES	32

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of Dolphin School, Hurst (the “Charitable Company”)

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in Schedule 1 at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The objects of the Charitable Company are to advance education, in particular but not limited to, the education of the pupils at the School by operating, maintaining and managing the School, and providing and assisting in the provision of facilities for education.

3. Powers

3.1 To further its objects the Charitable Company may:

3.1.1 provide and assist in the provision of money, materials or other help;

3.1.2 organise and assist in the provision of schooling, conferences, courses of instruction, exhibitions, lectures and other educational activities;

3.1.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;

3.1.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

3.1.5 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;

3.1.6 enter into contracts to provide services to or on behalf of other bodies;

3.1.7 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;

3.1.8 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Governors think fit (in exercising this power the Charitable Company must comply as appropriate with the Charities Act 2011);

- 3.1.9 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Charitable Company must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.1.10 set aside funds for special purposes or as reserves against future expenditure;
- 3.1.11 invest the Charitable Company's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.1.12 arrange for investments or other property of the Charitable Company to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.1.13 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.1.14 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.15 accept (or disclaim) gifts of money and any other property;
- 3.1.16 raise funds by way of levying fees and charges, subscription, donation or otherwise;
- 3.1.17 trade in the course of carrying out the objects of the Charitable Company and carry on any other trade which is not expected to give rise to taxable profits;
- 3.1.18 incorporate and acquire subsidiary companies to carry on any trade;
- 3.1.19 subject to Article 4 (Limitation on private benefits):
 - (a) engage and pay employees, consultants and professional or other advisers; and
 - (b) make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.1.20 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.1.21 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charitable Company's objects);
- 3.1.22 undertake and execute charitable trusts;
- 3.1.23 impose restrictions, which may be revocable or irrevocable, on the use of any property of the Charitable Company, including (without limitation) by creating permanent endowment;
- 3.1.24 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;

- 3.1.25 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.1.26 pay out of the funds of the Charitable Company the costs of forming and registering the Charitable Company;
- 3.1.27 insure the property of the Charitable Company against any foreseeable risk and take out other insurance policies as are considered necessary by the Governors to protect the Charitable Company;
- 3.1.28 provide indemnity insurance for the Governors or any other officer of the Charitable Company in accordance with, and subject to the conditions in, s.189 of the Charities Act 2011 (provided that in the case of an officer who is not a Governor, the second and third references to "charity trustees" in the said s.189(1) shall be treated as references to officers of the Charitable Company); and
- 3.1.29 do all such other lawful things as may further the Charitable Company's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Charitable Company shall be applied solely towards the promotion of its objects.
- 4.2 Any profits generated by the Charitable Company from supplies of education shall be held in a restricted fund applied solely for the continuance or improvement of future supplies of education by the Charitable Company.

Permitted benefits to members

- 4.3 No part of the income and property of the Charitable Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charitable Company. This shall not prevent any payment in good faith by the Charitable Company of:
 - 4.3.1 any benefit to any member in his, her or its capacity as a beneficiary of the Charitable Company;
 - 4.3.2 reasonable and proper remuneration to any member for any goods or services supplied to the Charitable Company (including services performed by the member under a contract of employment with the Charitable Company), provided that if such member is a Governor Articles 4.4, 4.5 and 4.6 shall apply;
 - 4.3.3 interest at a reasonable and proper rate on money lent by any member to the Charitable Company;
 - 4.3.4 any reasonable and proper rent or other equivalent payment for property rights by any member to the Charitable Company; and
 - 4.3.5 any payments to a member who is also a Governor which are permitted under Articles 4.4, 4.5 or 4.6.

Permitted benefits to Governors and Connected persons

4.4 No Governor may:

4.4.1 sell goods, services or any interest in land to the Charitable Company;

4.4.2 be employed by, or receive any remuneration from, the Charitable Company; or

4.4.3 receive any other financial benefit from the Charitable Company;

unless the payment is permitted by Articles 4.5 or 4.6 or authorised by the court or the Charity Commission. In this Article 4 a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

4.5 A Governor may receive the following benefits from the Charitable Company:

4.5.1 a Governor or person Connected to a Governor may receive a benefit from the Charitable Company in his, her or its capacity as a beneficiary of the Charitable Company;

4.5.2 a Governor or person Connected to a Governor may be reimbursed by the Charitable Company for, or may pay out of the Charitable Company's property, reasonable expenses properly incurred by him, her or it when acting on behalf of the Charitable Company;

4.5.3 a Governor or person Connected to a Governor may be paid reasonable and proper remuneration by the Charitable Company for any goods or services supplied to the Charitable Company on the instructions of the Governors (excluding, in the case of a Governor, the service of acting as Governor and services performed under a contract of employment with the Charitable Company) provided that this provision and Article 4.6.3 may not apply to more than half of the Governors in any financial year (and for these purposes this provision shall be treated as applying to a Governor if it applies to a person who is a person Connected to that Governor);

4.5.4 a Governor or person Connected to a Governor may receive interest at a reasonable and proper rate on money lent to the Charitable Company;

4.5.5 a Governor or person Connected to a Governor may receive reasonable and proper rent, or other equivalent payment for property rights, for premises let to the School;

4.5.6 the Charitable Company may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.1.28; and

4.5.7 a Governor or other officer of the Charitable Company may receive payment under an indemnity from the Charitable Company in accordance with the indemnity provisions set out at Article 6,

provided that where benefits are conferred under Article 4.5, Article 23 (Conflicts of Interest) must be complied with by the relevant Governor in relation to any decisions regarding the benefit.

Subsidiary Companies

- 4.6 A Governor may receive the following benefits from any Subsidiary Company:
- 4.6.1 a Governor or a person Connected to a Governor may receive a benefit from any Subsidiary Company in his, her or its capacity as a beneficiary of the Charitable Company or of any Subsidiary Company;
 - 4.6.2 a Governor or a person Connected to a Governor may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable expenses properly incurred by him, her or it when acting on behalf of any Subsidiary Company;
 - 4.6.3 a Governor or a person Connected to a Governor may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services supplied to any Subsidiary Company, with the prior approval of the Governors, (including services performed under a contract of employment with any Subsidiary Company or otherwise) provided that this provision and Article 4.5.3 may not apply to more than half of the Governors in any financial year (and for these purposes this provision shall be treated as applying to a Governor if it applies to a person Connected to that Governor);
 - 4.6.4 a Governor or a person Connected to a Governor may, with the prior approval of the Governors, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;
 - 4.6.5 a Governor or a person Connected to a Governor may, with the prior approval of the Governors, receive reasonable and proper rent, or payment for equivalent property rights, for premises let to any Subsidiary Company;
 - 4.6.6 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and
 - 4.6.7 a Governor or a person Connected to a Governor may receive payment under an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company,

provided that the affected Governor may not take part in any decision of the Governors to approve a specific benefit to that Governor or a person Connected to them under Articles 4.6.3, 4.6.4 or 4.6.5.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

- 5.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charitable Company in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
 - 5.1.1 payment of the Charitable Company's debts and liabilities contracted before he, she or it ceases to be a member;
 - 5.1.2 payment of the costs, charges and expenses of winding up; and
 - 5.1.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Governor may otherwise be entitled, every Governor of the Charitable Company shall be indemnified out of the assets of the Charitable Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charitable Company may be indemnified out of the assets of the Charitable Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

GOVERNORS

GOVERNORS' POWERS AND RESPONSIBILITIES

7. Governors' general authority

Subject to the Articles, the Governors are responsible for the management of the Charitable Company's business, for which purpose they may exercise all the powers of the Charitable Company.

8. Members' reserve power

8.1 The members may, by special resolution, direct the Governors to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the Governors have done before the passing of the resolution.

9. Chair

The Governors may appoint one of their number to be the Chair of the Governors for such term of office as they determine and may at any time remove him or her from that office.

10. Governors may delegate

10.1 Subject to the Articles, the Governors may:

10.1.1 establish an advisory council to advise the Governors on any matters relevant to the advancement of the Charitable Company's objects; and

10.1.2 delegate any of their powers or functions to any committee.

10.2 Subject to the Articles, the Governors may delegate the implementation of their decisions or day to day management of the affairs of the Charitable Company to any person or committee.

10.3 Any delegation by the Governors may be:

10.3.1 by such means;

10.3.2 to such an extent;

10.3.3 in relation to such matters or territories; and

10.3.4 on such terms and conditions;

as they think fit.

- 10.4 The Governors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 10.5 The Governors may revoke any delegation in whole or part or alter its terms and conditions.
- 10.6 The Governors may by power of attorney or otherwise appoint any person to be the agent of the Charitable Company for such purposes and on such conditions as they determine.

11. Committees

- 11.1 In the case of delegation to committees:
 - 11.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 11.1.2 the composition of any committee shall be entirely in the discretion of the Governors and may include such of their number (if any) as the resolution may specify;
 - 11.1.3 the deliberations of any committee must be reported regularly to the Governors and any resolution passed or decision taken by any committee must be reported promptly to the Governors and every committee must appoint a secretary for that purpose;
 - 11.1.4 the Governors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time-to-time think fit; and
 - 11.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Charitable Company except where authorised by the Governors or in accordance with a budget which has been approved by the Governors.
- 11.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Governors so far as they apply and are not superseded by any regulations made by the Governors.

12. Delegation of day-to-day management powers

- 12.1 In the case of delegation of the day-to-day management of the Charitable Company to a chief executive or other manager or managers:
 - 12.1.1 the delegated power shall be to manage the Charitable Company by implementing the policy and strategy adopted by and within a budget approved by the Governors and (if applicable) to advise the Governors in relation to such policy, strategy and budget;
 - 12.1.2 the Governors shall provide any manager with a description of his or her role and the extent of his or her authority; and
 - 12.1.3 any manager must report regularly to the Governors on the activities undertaken in managing the Charitable Company and provide them regularly with management accounts which are sufficient to explain the financial position of the Charitable Company.

13. Delegation of investment management

13.1 The Governors may delegate the management of investments to a Financial Expert or Financial Experts provided that:

13.1.1 the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Governors;

13.1.2 timely reports of all transactions are provided to the Governors;

13.1.3 the performance of the investments is reviewed regularly with the Governors;

13.1.4 the Governors are entitled to cancel the delegation arrangement at any time;

13.1.5 the investment policy and the delegation arrangements are reviewed regularly;

13.1.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Governors on receipt; and

13.1.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Governors.

14. Rules

14.1 The Governors may from time to time make, repeal or alter such rules as they think fit as to the management of the Charitable Company and its affairs. The rules shall be binding on all members of the Charitable Company. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

15. Core Values

15.1 The Core Values are as outlined in Schedule 2.

15.2 There shall be no amendment to the Core Values or this Article 15 unless the special resolution to make these amendments has the approval of at least 75% of all of the members of the Charitable Company.

DECISION-MAKING BY GOVERNORS

16. Governors to take decisions collectively

16.1 Any decision of the Governors must be either:

16.1.1 by decision of a majority of the Governors present and voting at a quorate Governors' meeting (subject to Article 21); or

16.1.2 a unanimous decision taken in accordance with Article 22.

17. Calling a Governors' meeting

17.1 Any Governor may (and the Secretary, if any, must at the request of any Governor) call a Governors' meeting.

- 17.2 A Governors' meeting must be called by at least seven Clear Days' notice unless either:
- 17.2.1 all the Governors agree; or
- 17.2.2 urgent circumstances require shorter notice.
- 17.3 In deciding on the date and time of any Governors' meeting, the Governor calling or requesting the Secretary to call the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Governors as practicable are likely to be available to participate.
- 17.4 Notice of Governors' meetings must be given to each Governor.
- 17.5 Every notice calling a Governors' meeting must specify:
- 17.5.1 the day and time of the meeting;
- 17.5.2 the place where all the Governors may physically attend the meeting (if any);
- 17.5.3 the general nature of the business to be considered at the meeting; and
- 17.5.4 if it is anticipated that Governors 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.
- 17.6 Notice of Governors' meetings need not be in Writing.
- 17.7 Article 54 shall apply and notice of Governors' meetings may be sent by Electronic Means to an Address provided by the Governor for the purpose.
- 18. Participation in Governors' meetings**
- 18.1 Subject to the Articles, Governors participate in a Governors' meeting, or part of a Governors' meeting, when:
- 18.1.1 the meeting has been called and takes place in accordance with the Articles; and
- 18.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing, electronic facilities and/or electronic platforms).
- 18.2 In determining whether Governors are participating in a Governors' meeting, it is irrelevant where any Governor is or how they communicate with each other. For the avoidance of doubt, a Governor participating in a meeting via telephone or other communication in accordance with Article 18.1 shall be treated as being present in person at the meeting for all purposes (including, without limitation, for the purposes of any provisions of the Articles relating to the quorum for the meeting).
- 18.3 If all the Governors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

19. Quorum for Governors' meetings

19.1 At a Governors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

19.2 The quorum for Governors' meetings may be fixed from time to time by a decision of the Governors, but it must never be less than two, and unless otherwise fixed it is two.

19.3 If the total number of Governors for the time being is less than the quorum required, the Governors must not take any decision other than a decision:

19.3.1 to appoint further Governors; or

19.3.2 to call a general meeting so as to enable the members to appoint further Governors.

20. Chairing of Governors' meetings

The Chair, if any, or in his or her absence another Governor nominated by the Governors present shall preside as chair of each Governors' meeting.

21. Casting vote

21.1 If the numbers of votes for and against a proposal at a Governors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

21.2 Article 21.1 does not apply if, 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.

22. Unanimous decisions without a meeting

22.1 A decision is taken in accordance with this Article 22 when all of the Governors indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Governors cannot rely on this Article to make a decision if one or more of the Governors has a Conflict of Interest which, under Article 23, results in them not being entitled to vote.

22.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Governor or to which each Governor has otherwise indicated agreement in Writing.

23. Governor interests and management of conflicts of interest

Declaration of interests

23.1 Unless Article 23.2 applies, a Governor must declare the nature and extent of:

23.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charitable Company; and

23.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charitable Company or his or her duties to the Charitable Company.

- 23.2 There is no need to declare any interest or duty of which the other Governors are, or ought reasonably to be, already aware.

Participation in decision-making

- 23.3 If a Governor's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Charitable Company, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Governor's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Governors taking part in the decision-making process.

- 23.4 If a Governor's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Charitable Company, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

- 23.4.1 the decision could result in the Governor or any person who is Connected with him or her receiving a benefit other than:

- (a) any benefit received in his, her or its capacity as a beneficiary of the Charitable Company (as permitted under Article 4.5.1) and which is available generally to the beneficiaries of the Charitable Company;
- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.1.28;
- (c) payment under the indemnity set out at Article 6; and
- (d) reimbursement of expenses in accordance with Article 4.5.2; or

- 23.4.2 a majority of the other Governors participating in the decision-making process decide to the contrary, in which case he or she must comply with Article 23.5.

- 23.5 If a Governor with a conflict of interest or conflict of duties is required to comply with this Article 23.5, he or she must:

- 23.5.1 take part in the decision-making process only to such extent as in the view of the other Governors is necessary to inform the debate;

- 23.5.2 not be counted in the quorum for that part of the process; and

- 23.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Charitable Company

- 23.6 Where a Governor or person Connected with him or her has a conflict of interest or conflict of duties and the Governor has complied with his or her obligations under these Articles in respect of that conflict:

- 23.6.1 the Governor shall not be in breach of his or her duties to the Charitable Company by withholding confidential information from the Charitable Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
- 23.6.2 the Governor shall not be accountable to the Charitable Company for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

24. **Register of Governors' interests**

The Governors must ensure a register of Governors' interests is kept.

25. **Validity of Governor actions**

All acts done by a person acting as a Governor shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Governor.

APPOINTMENT AND RETIREMENT OF GOVERNORS

26. **Number of Governors**

26.1 At any time there shall be:

- 26.1.1 at least three Governors of which at least two must be Independent Governors; and
- 26.1.2 not more than eleven Governors.

27. **Appointment of Governors and retirement of Governors**

27.1 Those persons notified to the Registrar of Companies as the first directors of the Charitable Company shall be the first Governors.

Appointment of Governors

27.2 Any person who is willing to act as a Governor, and who would not be disqualified from acting under the provisions of Article 28, may be appointed to be a Governor:

27.2.1 by ordinary resolution; or

27.2.2 by a decision of the Governors.

27.3 No person may be appointed as a Governor unless he or she has in writing:

- (a) affirmed their understanding of the Core Values;
- (b) declared any reservation that they have in relation to the Core Values; and
- (c) affirmed that notwithstanding any such reservation, they are prepared to support the implementation of the Core Values as they stand at the date of their appointment.

Automatic retirement

- 27.4 Subject to any arrangements made pursuant to Article 34.3, at the third annual general meeting following his or her appointment, a Governor must retire from office but may offer themselves for reappointment subject to Article 27.5.

Maximum term

- 27.5 A Governor who has served for three consecutive terms of office must take a break from office and may not be reappointed until the earlier of:

- 27.5.1 the anniversary of the commencement of his or her break from office; and
- 27.5.2 if applicable, the annual general meeting following the annual general meeting at which his or her break from office commenced.

For the purposes of this Article 27.5 a term of office shall not include a term for which the Governor was appointed by a decision of the Governors.

Minimum age

- 27.6 No person may be appointed as a Governor unless he or she has reached the age of 18 years.

Timing of retirement

- 27.7 A Governor who retires at an annual general meeting and who is not reappointed shall retain office until either:

- 27.7.1 the meeting appoints someone in his or her place; or
- 27.7.2 (if no one is appointed in his or her place) until the end of the meeting.

General

A Governor may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Governors.

28. Disqualification and removal of Governors

- 28.1 A Governor shall cease to hold office if:
- 28.1.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 28.1.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 28.1.3 the Governors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 28.1.4 notification is received by the Charitable Company from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Governors will remain in office when such resignation has taken effect);

- 28.1.5 he or she fails to attend three consecutive meetings of the Governors and the Governors resolve that he or she be removed for this reason; or
- 28.1.6 at a general meeting of the Charitable Company, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views;
- 28.1.7 the Governors reasonably believe that he or she ceases to affirm the Core Values in carrying out his or her duties as a Governor, and resolve that he or she be removed for this reason. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Governors; or
- 28.1.8 at a meeting of the Governors at which at least half of the Governors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Governors; or
- 28.1.9 he or she does not provide the Charitable Company with a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997, or such a certificate discloses information which would make that person unsuitable for their role, or he or she is named on the children's barred list maintained pursuant to the Safeguarding Vulnerable Groups Act 2006.

PATRONS

29. Patrons

The Governors may appoint and remove any individual(s) as patron(s) of the Charitable Company on such terms as they shall think fit. A patron (if not a member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Charitable Company and shall also have the right to receive accounts of the Charitable Company when available to members.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

30. Becoming a member

- 30.1 The members of the Charitable Company shall be the subscribers to the Memorandum of Association of the Charitable Company and such other persons as are admitted to membership by the Governors in accordance with the Articles.
- 30.2 With the exception of the subscribers to the Memorandum, no person may become a member of the Charitable Company unless:
 - 30.2.1 that person has applied for membership in a manner approved by the Governors;

- 30.2.2 that person has, in writing:
- (a) affirmed their understanding of the Core Values;
 - (b) declared any reservation that they have in relation to the Core Values; and
 - (c) affirmed that notwithstanding any such reservation, they are prepared to support the implementation of the Core Values as they stand at the date of their application for membership.
- 30.2.3 the Governors have approved the application. The Governors may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.
- 30.3 The Governors may from time to time prescribe criteria for membership but will not be obliged to accept persons fulfilling those criteria as members.
- 30.4 Employees of the Charitable Company may not be members of the Charitable Company.

Register of members

- 30.5 The names of the members of the Charitable Company must be entered in the register of members.

31. Termination of membership

- 31.1 Membership is not transferable.
- 31.2 A member shall cease to be a member:
- 31.2.1 if the member, being an individual, dies;
 - 31.2.2 if the member becomes an employee of the Charitable Company;
 - 31.2.3 on the expiry of at least seven Clear Days' notice given by the member to the Charitable Company of his, her or its intention to withdraw; or
 - 31.2.4 if, at a meeting of the Governors at which at least half of the Governors are present, a resolution is passed resolving that the member be removed from membership on the ground that it is in the best interests of the Charitable Company that his, her or its membership is terminated. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Governors. A member removed by such a resolution shall nevertheless remain liable to pay to the Charitable Company any subscription or other sum owed by him, her or it.

32. Categories of membership

- 32.1 Subject to Article 32.2, the Governors may establish such different categories of membership as they think fit. The Governors may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.

- 32.2 The Governors may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

33. Associate members

The Governors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Governors shall make, provided that no such associate members shall be members of the Charitable Company for the purposes of the Articles or the Companies Acts.

ORGANISATION OF GENERAL MEETINGS

34. Annual general meetings

- 34.1 Subject to Article 34.3, the Charitable Company must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.

- 34.2 The annual general meeting shall be held at such time and place as the Governors think fit.

- 34.3 The Governors may, at their discretion, suspend the requirement to hold an annual general meeting within the time limits specified in Article 34.1 for a particular calendar year, if they consider that due to circumstances beyond their control holding the annual general meeting within those time limits would pose significant safety or other risks to the Charitable Company, the Governors and/or the members or to the wider public or would be in breach of any relevant laws or regulations. The Governors must keep any suspension under regular review and must endeavour to arrange the annual general meeting for later in the calendar year, once they consider it to be safe and practicable to do so. If they do not consider it to be safe and practicable to rearrange the annual general meeting in the same calendar year, the Governors may decide that no annual general meeting shall be held in that calendar year and must make such arrangements as they think fit to deal with any business ordinarily dealt with at the annual general meeting.

35. General meetings

- 35.1 The Governors may call a general meeting at any time.
- 35.2 The Governors must call a general meeting if required to do so by the members under the Companies Acts.

36. Length of notice

- 36.1 All general meetings must be called by either:
- 36.1.1 at least 14 Clear Days' notice; or
- 36.1.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

37. Contents of notice

- 37.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 37.2 If the general meeting is to be a Hybrid Meeting, the notice must also contain the information specified in Articles 40.8.2 and 40.8.4.
- 37.3 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 37.4 In every notice calling a meeting of the Charitable Company there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Charitable Company.
- 37.5 If the Charitable Company gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

38. Service of notice

Notice of general meetings must be given to every member, to the Governors to any patron(s) and to the auditors of the Charitable Company.

39. Postponement

- 39.1 If, after the sending of notice of a general meeting, but before the meeting is held or, after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Governors consider that, due to circumstances beyond their control, proceeding with the general meeting on the date or at the time or place specified in the notice calling the general meeting would pose significant safety or other risks to the Charitable Company, the Governors and/or the members or wider public or would be in breach of any relevant laws or regulations, they may postpone the general meeting to another date, time and/or place.
- 39.2 When a general meeting is so postponed, notice of the date, time and place of the postponed meeting shall be given in such manner as the Governors may, in their absolute discretion, determine. Notice of the business to be transacted at such postponed meeting shall not be required.
- 39.3 No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed.
- 39.4 If a general meeting is postponed in accordance with this Article 39, the appointment of a proxy will be valid if a Proxy Notice is received at a Proxy Notification Address in accordance with the Articles not less than 48 hours before the time appointed for holding the postponed meeting. The Governors may decide that Saturdays, Sundays, and Public Holidays shall not be counted when calculating this 48-hour period.

40. **Attendance and speaking at general meetings**

- 40.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 40.2 A person is able to exercise the right to vote at a general meeting when:
- 40.2.1 that person is able to vote, during the meeting (or in the case of a poll, within the time period specified by the chair of the meeting), on resolutions put to the vote at the meeting; and
- 40.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 40.3 The Governors may, in their discretion, make such arrangements as they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it. Such arrangements may, without limitation, include arrangements involving telephone or video conferencing and/or use of electronic facilities and/or electronic platforms. The Governors may, in making such arrangements, impose restrictions on how those not physically attending the meeting may communicate with the meeting.
- 40.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 40.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Hybrid Meetings and Remote Attendance

- 40.6 A Hybrid Meeting is a general meeting where the Governors have made arrangements to enable those attending the meeting to exercise their rights to speak and/or vote at the meeting either by physical attendance at the place specified in the notice of the meeting ("the Primary Location") or by Remote Attendance.
- 40.7 The Governors may (but shall be under no obligation to) make such arrangements for Remote Attendance at a Hybrid Meeting as they may (subject to the requirements of the Companies Acts) decide. The entitlement of any person to attend a general meeting by Remote Attendance shall be subject to such arrangements.
- 40.8 In the case of a Hybrid Meeting:
- 40.8.1 the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:
- (a) a person attending a general meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and

- (b) references in these Articles to the place of a general meeting shall be treated as references to the Primary Location;
- 40.8.2 the Governors must ensure that the notice of a Hybrid Meeting includes:
 - (a) details of the Primary Location; and
 - (b) details of the arrangements for Remote Attendance and any restrictions on Remote Attendance;
- 40.8.3 the Governors may decide:
 - (a) how those attending by Remote Attendance may communicate with the meeting, for example by using an electronic platform to communicate with the chair and/or others attending the meeting in Writing;
 - (b) how those attending by Remote Attendance may vote;
- 40.8.4 the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Governors, who must give the members as much notice as practicable of the change;
- 40.8.5 in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting if in his or her view this is necessary or expedient for the efficient conduct of the meeting;
- 40.8.6 under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by the Charitable Company) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.
- 41. **Quorum for general meetings**
- 41.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
- 41.2 For the avoidance of doubt, a person attending a meeting by Remote Attendance will be treated as being present and/or present in person at the meeting for the purposes of this Article 41, unless the Articles expressly provide to the contrary.
- 41.3 The quorum shall be:
 - 41.3.1 two persons entitled to vote on the business to be transacted (each being a member or a proxy for a member); or
 - 41.3.2 10% of the total membership (represented in person or by proxy);whichever is greater.

41.4 If both a member and their proxy are present at a general meeting, only the member shall be counted in the quorum for the purposes of this Article 41.

41.5 Subject to Article 41.6, if:

41.5.1 a quorum is not present within half an hour (or such longer interval as the chair of the meeting in his or her absolute discretion thinks fit) from the time appointed for the meeting; or

41.5.2 during the 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 day (within 14 days of the original meeting), time and place as the Governors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

41.6 If the meeting has been called by the members, or in response to the members requiring the Governors to call a meeting under the Companies Acts, if:

41.6.1 a quorum is not present within half an hour (or such longer interval as the chair of the meeting in his or her absolute discretion thinks fit) from the time appointed for the meeting; or

41.6.2 during the meeting a quorum ceases to be present;

the meeting shall be dissolved.

42. Chairing general meetings

42.1 The Chair (if any) or in his or her absence some other Governor nominated by the Governors shall preside as chair of every general meeting. The chair of the meeting may attend the meeting by Remote Attendance.

42.2 If neither the Chair nor any Governor nominated in accordance with Article 42.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Governors present shall elect one of their number to chair the meeting and, if there is only one Governor present and willing to act, he or she shall be chair of the meeting.

42.3 If no Governor is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of the members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to vote be entitled to be appointed chair of the meeting under this Article 42.3.

43. Attendance and speaking by Governors, patrons and non-members

43.1 Governors may attend and speak at general meetings, whether or not they are members.

43.2 Patrons may attend and speak at general meetings, whether or not they are members.

43.3 The chair of the meeting may permit other persons who are not members of the Charitable Company (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

44. Adjournment

- 44.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
 - 44.1.1 if the meeting consents to an adjournment; or
 - 44.1.2 if it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner; or
 - 44.1.3 in accordance with Article 40.8.5.
- 44.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 44.3 When adjourning a general meeting, the chair of the meeting must:
 - 44.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Governors; and
 - 44.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 44.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charitable Company must give at least 7 Clear Days' notice of it:
 - 44.4.1 to the same persons to whom notice of the Charitable Company's general meetings is required to be given; and
 - 44.4.2 containing the same information which such notice is required to contain.
- 44.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

45. Voting: general

- 45.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 45.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
 - 45.2.1 has or has not been passed; or
 - 45.2.2 passed with a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 58 is also conclusive evidence of that fact without such proof.

46. **Votes**

Votes on a show of hands

46.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

46.1.1 each member present in person; and

46.1.2 (subject to Article 51.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution,

provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

46.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

46.2.1 every member present in person; and

46.2.2 every member present by proxy (subject to Article 51.3).

General

46.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

47. **Errors and disputes**

47.1 No objection may be raised to the qualification of any person voting at a 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 is valid.

47.2 Any such objection must be referred to the chair of the meeting whose decision is final.

48. **Poll votes**

48.1 A poll on a resolution may be demanded:

48.1.1 in advance of the general meeting where it is to be put to the vote; or

48.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

48.2 A poll may be demanded by:

48.2.1 the chair of the meeting;

48.2.2 the Governors;

- 48.2.3 two or more persons having the right to vote on the resolution;
- 48.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes; or
- 48.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 48.3 A demand for a poll may be withdrawn if:
 - 48.3.1 the poll has not yet been taken; and
 - 48.3.2 the chair of the meeting consents to the withdrawal.

49. **Procedure on a poll**

- 49.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

- 49.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 49.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

- 49.4 A poll on:
 - 49.4.1 the election of the chair of the meeting; or
 - 49.4.2 a question of adjournment,must be taken immediately.
- 49.5 Other polls must be taken within 30 days of their being demanded.

A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

- 49.6 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 49.7 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

50. **Proxies**

Power to appoint

- 50.1 A member is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Charitable Company. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

- 50.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:
- 50.2.1 states the name and address of the member appointing the proxy;
 - 50.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 50.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Governors may determine; and
 - 50.2.4 is delivered to the Charitable Company in accordance with the Articles and any instructions included with the notice of the general meeting to which they relate.
- 50.3 The Charitable Company may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.
- 50.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 50.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 50.5.1 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
 - 50.5.2 appointing that person as a proxy in relation to any adjournment or postponement of the general meeting to which it relates as well as the meeting itself.

51. **Delivery of Proxy Notices**

- 51.1 The Proxy Notification Address in relation to any general meeting is:
- 51.1.1 any Address or Addresses specified by the Charitable Company as an Address at which the Charitable Company or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or
 - 51.1.2 if no Address is specified in accordance with Article 51.1.1, the registered office of the Charitable Company; or
 - 51.1.3 any electronic Address falling within the scope of Article 51.2.

51.2 If the Charitable Company gives an electronic Address:

51.2.1 in a notice calling a meeting;

51.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

51.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 51.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

51.3 A person 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 or postponement of it, even though a valid Proxy Notice has been delivered to the Charitable Company by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

51.4 Subject to Articles 51.5 and 51.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

51.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

51.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

51.6.1 received in accordance with Article 51.4; or

51.6.2 given to the chair, Secretary (if any) or any Governor at the meeting at which the poll was demanded.

Interpretation

51.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 51.

Revocation

51.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

- 51.9 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 51.9.1 the start of the meeting or adjourned or postponed meeting to which it relates; or
- 51.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 51.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

52. Amendments to resolutions

- 52.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 52.1.1 notice of the proposed amendment is given to the Charitable Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
- 52.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 52.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 52.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 52.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 52.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

53. Written resolutions

General

- 53.1 Subject to this Article 53 a written resolution agreed by:
- 53.1.1 members representing a simple majority; or
- 53.1.2 (in the case of a special resolution) members representing not less than 75%,
of the total voting rights of eligible members shall be effective.
- 53.2 On a written resolution each member shall have one vote.

53.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

53.4 A members' resolution under the Companies Acts removing a Governor or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

53.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his, her or its agreement and the date by which the resolution must be passed if it is not to lapse.

53.6 In relation to a resolution proposed as a written resolution of the Charitable Company the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

53.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.

53.8 Communications in relation to written resolutions must be sent to the Charitable Company's auditors in accordance with the Companies Acts.

Signifying agreement

53.9 A member signifies his, her or its agreement to a proposed written resolution when the Charitable Company receives from him, her or it (or from someone acting on his, her or its behalf) an authenticated Document:

53.9.1 identifying the resolution to which it relates; and

53.9.2 indicating the member's agreement to the resolution.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

54. Communications by the Charitable Company

Methods of communication

54.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Charitable Company under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Charitable Company, including without limitation:

54.1.1 in Hard Copy Form;

54.1.2 in Electronic Form; or

54.1.3 by making it available on a website.

54.2 Where a Document or information which is required or authorised to be sent or supplied by the Charitable Company under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or

supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Governors may decide what agreement (if any) is required from the recipient.

- 54.3 Subject to the Articles, any notice or Document to be sent or supplied to a Governor in connection with the taking of decisions by Governors may also be sent or supplied by the means by which that Governor has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 54.4 A member present in person or by proxy at a meeting of the Charitable Company shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 54.5 Where any Document or information is sent or supplied by the Charitable Company to the members:

- 54.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

- 54.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

- 54.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

- 54.6 Subject to the Companies Acts, a Governor or any other person (other than in their capacity as a member) may agree with the Charitable Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 54.7 Where any Document or information has been sent or supplied by the Charitable Company by Electronic Means and the Charitable Company receives notice that the message is undeliverable:

- 54.7.1 if the Document or information has been sent to a member or Governor and is notice of a general meeting of the Charitable Company, the Charitable Company is under no obligation to send a Hard Copy of the Document or information to the member's or Governor's postal address as shown in the Charitable Company's register of members or Governors, but may in its discretion choose to do so;

- 54.7.2 in all other cases, the Charitable Company shall send a Hard Copy of the Document or information to the member's postal address as shown in the Charitable Company's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and

- 54.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 54.8 Copies of the Charitable Company's annual accounts and reports need not be sent to a person for whom the Charitable Company does not have a current Address.
- 54.9 Notices of general meetings need not be sent to a member who does not register an Address with the Charitable Company, or who registers only a postal address outside the United Kingdom, or to a member for whom the Charitable Company does not have a current Address.

55. Communications to the Charitable Company

The provisions of the Companies Acts shall apply to communications to the Charitable Company.

56. Secretary

- 56.1 A Secretary may be appointed by the Governors for such term, at such remuneration and upon such conditions as they may think fit and may be removed by them. If there is no Secretary:
- 56.1.1 anything authorised or required to be given or sent to, or served on, the Charitable Company by being sent to its Secretary may be given or sent to, or served on, the Charitable Company itself, and if addressed to the Secretary shall be treated as addressed to the Charitable Company; and
- 56.1.2 anything else required or authorised to be done by or to the Secretary of the Charitable Company may be done by or to a Governor, or a person authorised generally or specifically in that behalf by the Governors.

57. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

58. Minutes

- 58.1 The Governors must ensure minutes are made:
- 58.1.1 of all appointments of officers made by the Governors;
- 58.1.2 of all resolutions of the Charitable Company and of the Governors (including, without limitation, decisions of the Governors made without a meeting); and

- 58.1.3 of all proceedings at meetings of the Charitable Company and of the Governors, and of committees of Governors, including the names of the Governors present at each such meeting,

and any such minute, if purported to be signed (or in the case of minutes of Governors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Governor of the Charitable Company, be sufficient evidence of the proceedings.

59. Records and accounts

- 59.1 The Governors shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

59.1.1 annual reports;

59.1.2 annual statements of account; and

59.1.3 annual returns or confirmation statements.

- 59.2 Except as provided by law or authorised by the Governors or an ordinary resolution of the Charitable Company, no person is entitled to inspect any of the Charitable Company's accounting or other records or Documents merely by virtue of being a member.

60. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

61. Winding up

- 61.1 At any time before, and in expectation of, the winding up or dissolution of the Charitable Company, the members of the Charitable Company or, subject to any resolution of the members, the Governors, may resolve that any net assets of the Charitable Company after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Charitable Company be applied or transferred in any of the following ways:

61.1.1 directly for the objects of the Charitable Company; or

61.1.2 to any institution or institutions which is or are regarded as charitable under the law of every part of the United Kingdom:

(a) for purposes similar to the objects of the Charitable Company; or

(b) for use for particular purposes that fall within the objects of the Charitable Company.

- 61.2 In no circumstances shall the net assets of the Charitable Company be paid to or distributed among the members of the Charitable Company under this Article 61 (except to a member that is itself an institution chosen to benefit under this Article 61).
- 61.3 If no resolution is passed in accordance with Article 61.1 the net assets of the Charitable Company shall be applied for such purposes regarded as charitable under the law of every part of the United Kingdom as are directed by the Charity Commission.

SCHEDULE 1

INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	“Articles”	the Charitable Company’s articles of association;
1.3	“Chair”	has the meaning given in Article 9;
1.4	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.5	“Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.6	“Companies Acts”	the Companies Acts (as defined in s.2 of the Companies Act 2006), in so far as they apply to the Charitable Company;
1.7	“Connected”	any person falling within one of the following categories: <ul style="list-style-type: none">(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Governor; or(b) the spouse or civil partner of any person in (a); or(c) any other person in a relationship with a Governor which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or(d) any company, partnership or firm of which a Governor is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
1.8	“Core Values”	the core values outlined at Schedule 2;

1.9	“Document”	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.10	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in s.1168 of the Companies Act 2006;
1.11	“Financial Expert”	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.12	“Governor”	a director of the Charitable Company, and includes any person occupying the position of director, by whatever name called;
1.13	“Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
1.14	“Hybrid Meeting”	has the meaning given in Article 40.6;
1.15	“Independent Governor”	means a Governor who holds no office (paid or unpaid) with the Charitable Company, and is not Connected to any other Governor or Member;
1.16	“Primary Location”	has the meaning given in Article 40.6;
1.17	“Proxy Notice”	has the meaning given in Article 50;
1.18	“Proxy Notification Address”	has the meaning given in Article 51;
1.19	“Public Holiday”	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.20	“Remote Attendance”	means remote attendance at a general meeting by such means as are approved by the Governors in accordance with Article 40.3;
1.21	“School”	the school to be operated by the Charitable Company, known as “Dolphin School” with premises at Waltham Road, Hurst, Berkshire RG10 0OF, (registered with the Department for Education, under the unique reference number 110163;
1.22	“Secretary”	the secretary of the Charitable Company (if any);
1.23	“Subsidiary Company”	any company in which the Charitable Company holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the

right to appoint a majority of the board of the company;
and

1.24 **“Writing”**

the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Charitable Company.

SCHEDULE 2

CORE VALUES

Dolphin School

Statement of Core Values

This is a statement of the core values of Dolphin School– the “**School**” or “**Dolphin**”).

This statement identifies the distinctive character and benefits of a Dolphin education, so that the same can be maintained, promoted and delivered by the Charitable Company, the Governors and the headteacher of the School (collectively and individually referred to herein as “**Guardians**”).

The general principles in Section 1 (the “**General Principles**”) are to be achieved by implementing the specific principles in Section 2 (the “**Specific Principles**”) and otherwise by such means as the Guardians, in the exercise of their individual and collective judgment, think best.

In applying General Principles and Specific Principles, the Governors will have regard to the spirit as well as the letter of this document. In particular, paragraphs are not mutually exclusive, but together describe the key characteristics of a distinctive and effective Dolphin education.

Section 1 - General Principles

- To provide a school environment where the children are happy, secure and inspired to learn.
- To give the children freedom to learn through their own mental and physical exploration – specifically by means of play, conversation, questioning, practical activities and experiences.
- To develop the ability of the children to find, follow and develop their own interests, talents and strengths - and to deal positively with challenges they face.
- To develop the ability of the children to apply their learning – facts, ideas, understanding, skills and experiences – to other areas of academic, practical and social life. The ability to cross-relate concepts, facts and evidence across all learning streams and subjects is an ever-present objective.
- To enable and encourage the children to identify and cherish their own individuality and excellence - and the individuality and excellence of others - by means of instilling self-confidence, kindness, empathy, social awareness and ethical behaviour.
- To enable and encourage the children to work together as a team, including, where appropriate, by means of staff interacting with each other and with the children as a team.

- To maximize self-reliance by means of encouraging the children to take responsibility for themselves, their possessions and their timetable at an early age.
- To achieve the highest academic and intellectual standards by applying the above principles and by focusing on genuine depth of knowledge, understanding and fostering an enduring love of learning.
- To equip the children, by means of the application of the above principles, with mental and physical resilience to stand them in good stead long after they leave the School.
- The curriculum shall allow time and space for conversation and diversions of interest while ensuring (and positively helping to ensure) that the individual can reach his or her full academic potential.
- Dolphin is a non-religious school. It does not align itself with any specific faith or religious practice. Dolphin will promote the understanding of beliefs and values across denominations, religions and other belief systems. It will allow and protect the freedom to practice and to not practice any religion. It will not present any religion as true or false.

Section 2 - Specific Principles

- Dolphin School is a co-educational school.
- The children are not required to wear a uniform (games and special occasions excepted).
- The staff may choose how they wish to be addressed by the children.
- Classes sizes shall be as small as budgets and timetables reasonably allow.
- Dolphin will seek to recruit and retain outstanding individuals (and only those individuals) who understand, support and can, as a team with the other members of staff, deliver a Dolphin education based on these principles.
- All teaching staff will be capable of teaching effectively by way of a cooperative, argumentative dialogue between individuals, based on asking and answering questions to stimulate critical thinking and to draw out ideas and underlying presumptions, avoiding the lecturing of facts and encouraging discovery through learning. Teaching staff will employ such teaching technique other than where it is obviously inappropriate.
- Subject-specialist teachers are used from Year 1 to some degree and completely in Year 3 and then consistently so, as the children move up the School – in each case insofar as budgets and timetables reasonably allow.

- From Year 5 onwards subject teachers should, where possible, be of a secondary (or higher) level teaching qualification and have experience teaching students in this age group.
- Lessons have a high level of cross-curricular content, (namely facts, ideas or skills which are relevant to more than one area of study) and the inter-connected nature of things is highlighted as a motor for interest, discussion and understanding.
- The study of the Classics including the Latin language (and where possible, Greek) forms part of the curriculum. In particular (by means of the associated study of philosophy, art, architecture, archaeology, history, culture, language and literature) Classics will be used as a convenient forum for cross-curricular exploration.
- The study of the modern classics, notably Shakespeare, forms part of the curriculum. In particular, literature, modern history and the modern philosophical movements since the Renaissance will be used as a convenient forum for cross-curricular exploration.
- When circumstances permit, the children will go on frequent trips away from school in the UK and, in upper years, abroad.
- In each case such trips will form a key part of the curriculum and, so far as possible, will be designed to draw together information, ideas and skills learnt in the classroom.
- Trips will be planned and conducted such that they have a high level of cross-curricular application. They will be led by subject-specialist teaching staff and should, where possible, have minimal reliance on external tutors or guides.
- The cost of trips will be included in the school fees to the extent that budgets allow. Where additional trip costs apply, the School will always endeavour to provide financial assistance for those who would otherwise not be able to participate in such trips by reason of such costs.