

**COMPANY NUMBER: 4551824**

**COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF**

# **BEDFORD SCHOOL FOUNDATION**

**(amended by Special Resolutions dated 26<sup>th</sup> June 2004, 5<sup>th</sup> March 2005,  
12<sup>th</sup> March 2011, 8<sup>th</sup> June 2013 and 6<sup>th</sup> May 2017)**

## **1. The Trustees**

1.1 The Trustees as charity trustees have control of the Foundation and its property and funds

1.2 The Board of Trustees when complete shall consist of at least 4 and not more than 8 individuals, being not more than 2 appointed under 1.5 below and not more than 5 appointed under 1.6 below and the Head Master for the time being of Bedford School

1.3 The subscribers to the Memorandum are the first Trustees of the Foundation

1.4 The following are the respective dates of retirement of the first Trustees:-

The Rt Hon Lord Naseby PC                      The AGM held in 2004

Dr Ian Philip Evans OBE                          On leaving the post of Head Master

Richard Patrick Francis Shorten              The AGM held in 2003

1.5 The Bedford School Governors shall be entitled to nominate up to two people (each of whom shall be a Bedford School Governor or a Bedford School Associate Governor) to be a Trustee.”

1.6 The Members may at any time elect not more than 5 of their number as Trustees

1.7 A Trustee appointed under 1.5 above shall hold office until:

1.7.1 the AGM after the fourth year of their appointment; or

1.7.2 the AGM following the date they cease to be a Governor of the Bedford School,

whichever is the earlier.

1.8 Trustees appointed under 1.6 shall hold office for a period expiring at the first AGM held after the expiry of the period of 4 years from their appointment and shall then retire

1.9 A Trustee who has retired under 1.7 or 1.8 may offer himself for re-appointment for one further period.

1.10 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Foundation before he or she is eligible to vote at any meeting of the Trustees

1.11 A Trustee's term of office automatically terminates if he or she:

1.11.1 is absent from all meetings of the Trustees without the consent of the Trustees during a period of one year

1.11.2 is disqualified under the Charities Act 1993 from acting as a Charity Trustee

1.11.3 is incapable, whether mentally or physically, of managing his or her own affairs

1.11.4 ceases to be a member

1.11.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)

1.11.6 reaches the age of 75 years (unless he has been re-appointed under Clause 1.9 above)

1.11.7 dies

1.12 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

## **2. Proceedings of Trustees**

2.1 The Trustees as directors of the Foundation must hold at least 2 meetings each year

2.2 A quorum at a meeting of the Trustees is 2 Trustees, where there are less than 4 Trustees and 3 Trustees where there are 4 or more

- 2.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by all the Trustees in which all participants may communicate with all the other participants
- 2.4 The Chairman or (if the Chairman is unable or unwilling to do so) the Vice Chairman or (if the Vice Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 2.5 Every issue (other than under Article 4.5.3) may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 2.6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 2.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

### **3. Powers of Trustees**

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

- 3.1 to appoint (and remove) any person (who may be a Trustee) to act as Secretary to the Foundation in accordance with the Act
- 3.2 to appoint a Chairman, Vice Chairman and other honorary offices from among their number, except that the appointment of Chairman must be agreed by Bedford School Governors
- 3.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
- 3.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- 3.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 3.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Foundation and the use of its seal (if any)
- 3.7 to establish procedures to assist the resolution of disputes within the Foundation
- 3.8 to exercise any powers of the Foundation which are not reserved to a general meeting

#### **4. Membership**

- 4.1 The Trustees shall be members of the Foundation and in addition the Trustees shall admit to membership such other persons as they may elect
- 4.2 The membership of the Foundation shall not be subject to any maximum.
- 4.3 The rules for membership shall be decided by the Trustees but must approved by the Bedford School Governors before introduction or amendment.
- 4.4 The Foundation must maintain a register of members
- 4.5 Membership is terminated if the member concerned
  - 4.5.1 gives written notice of resignation to the Trustees
  - 4.5.2 Dies
  - 4.5.3 (Not being a Trustee) is removed upon the unanimous decision of the Trustees
- 4.6 Subject to Article 4.5 membership shall be for life.
- 4.7 Membership of the Foundation is not transferable

#### **5. General Meetings**

- 5.1 Members are entitled to attend general meetings personally. General meetings are called after at least clear 21 days written notice specifying the business to be discussed
- 5.2 There is a quorum at a general meeting if the number of members personally present is at least 4 except when there are six members or less when the quorum is 3
- 5.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee elected by those present presides at a general meeting
- 5.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 5.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person has one vote on each issue

- 5.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 5.7 The Foundation must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the date of the Foundation's incorporation
- 5.8 At an AGM the members:
  - 5.8.1 receive the accounts of the Foundation for the previous financial year
  - 5.8.2 receive the Trustees' report on the Foundation's activities since the previous AGM
  - 5.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation
  - 5.8.4 appoint auditors for the Foundation
- 5.9 Any general meeting of the members of the Foundation which is not an AGM is an EGM
- 5.10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 25% of the members

## **6. Records and Accounts**

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
  - 6.1.1 annual reports
  - 6.1.2 annual returns
  - 6.1.3 annual statements of account
- 6.2 The Trustees must keep proper records of
  - 6.2.1 all proceedings at general meetings
  - 6.2.2 all proceedings at meetings of the Trustees
  - 6.2.3 all reports of committees and
  - 6.2.4 all professional advice obtained

- 6.3 Accounting records relating to the Foundation must be made available for inspection by any Trustee at any reasonable time during normal office hours
- 6.4 A copy of the Foundation's latest available statement of account must be supplied on request to any Trustee or to any other person who makes a written request and pays the Foundation's reasonable costs, within two months

## **7. Notices**

- 7.1 Notices under these Articles may be sent by hand or by post.
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 7.3.1 24 hours after being delivered by hand to the relevant address
  - 7.3.2 two clear days after being sent by first class post to that address
  - 7.3.3 three clear days after being sent by second class or overseas post to that address
  - 7.3.4 on being handed to the member personally or, if earlier,
  - 7.3.5 as soon as the member acknowledges actual receipt
- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

## **8. Dissolution**

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

## **9. Interpretation**

In the Memorandum and these Articles:

- 9.1 "the Act" means the Companies Act 1985
- "AGM" means an annual general meeting of the Foundation
- "these Articles" means the Foundation's Articles of Association

"Bedford School" means Bedford School, De Parys Avenue, Bedford currently operated by the Bedford Charity (the Harpur Trust) which is registered charity number 204817

"Bedford School Trust" means registered charity number 307533 and any successor charity of that name.

"Bedford School Governor" means a voting member of the sub-committee of the Bedford Charity (the Harpur Trust) known as Bedford School Governors

"Chairman" means the chairman of the Trustees

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993

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

"the Commission" means the Charity Commissioners for England and Wales

"EGM" means an extraordinary general meeting of the Foundation

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

"Trustee" means a director of the Foundation and "Trustees" means all of the directors

"material benefit" means a benefit which may not be financial but has a monetary value

"member" and "membership" refer to membership of the Foundation as set out in Article 4

"Memorandum" means the Foundation's Memorandum of Association

"month" means calendar month

"the Objects" means the Objects of the Foundation as defined in clause 3 of the Memorandum

"the Foundation" means the company governed by these Articles

"Secretary" means the Secretary of the Foundation

"taxable trading" means carrying on a trade or business on a continuing basis for the principal purposes of raising funds and not for the purpose of actually carrying out the Objects and the profits of which are liable to tax

"written" or "in writing" refers to a legible document on paper including a fax message

"year" means calendar year

9.2 Expressions defined in the Act have the same meaning

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