

Company No: 00818389

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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**THE YEHUDI MENUHIN SCHOOL LIMITED**

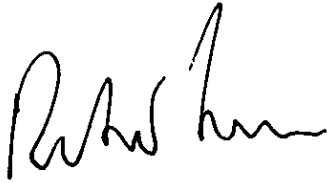
(the Company)

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At the Annual General Meeting of the Company held on 21 March 2017 at Yehudi Menuhin School, Millfield, Cobham Road, Stoke D'Abernon, Cobham, Surrey KT11 3QQ the following resolution was passed as a special resolution:

THAT

The revised Articles of Association, contained in the document submitted to this Meeting and initialled by the Chairman for the purposes of identification only, are adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the provisions contained in the existing Memorandum and Articles of Association of the Company.



.....  
Chairman



Company No. 00818389

COMPANIES ACT 2006

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION  
OF  
THE YEHUDI MENUHIN SCHOOL LIMITED

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(New Articles of Association adopted on  
21 March 2017)

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Incorporated on the 3<sup>rd</sup> September 1964

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*Richard Morris*

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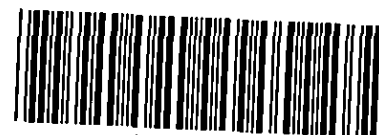
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COMPANIES ACT 2006

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NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
THE YEHUDI MENUHIN SCHOOL LIMITED

FRIDAY



A15 \*A62WRRVT\* #262  
24/03/2017  
COMPANIES HOUSE

**1. Name**

The name of the company is The Yehudi Menuhin School Limited (hereinafter called the **Charity**).

**2. Interpretation (part 1)**

The interpretation provision in Article 21 shall apply and the emboldening of a word or expression on the first occasion that it is used indicates that the word or expression is defined in Article 21.

**3. Registered Office**

The registered office of the Charity shall be in England.

**4. Object**

The objects for which the Charity is established is to provide and advance a general education and specialised education and training of the highest order in music and the performing arts by the provision and conduct in the United Kingdom of a day and boarding school or schools for children from any part of the world with talents for music and the performing arts and generally to foster music and the arts and general education of children by the provision of courses at the school or schools throughout the year (the **Object**)

**5. Powers**

The Charity has the following powers, which may be exercised only in promoting the **Object**:

- 5.1 To carry on a school in pursuance of the **Object** under the name of The Yehudi Menuhin School Limited or such other name as the **Governors** shall decide from time to time
- 5.2 To institute, establish, contribute towards and administer scholarships, bursaries, grants, awards and maintenance allowances to pupils at the School.

- 5.3 To award scholarships or bursaries to pupils leaving the School in that **year** and tenable at any university or other institution of higher or further education (including professional or technical education)
- 5.4 To hold concerts, dance, or drama performances, entertainments, lectures, conferences, public meetings and exhibitions
- 5.5 The power to provide a school or schools classrooms, offices, board, lodgings and other facilities for pupils, teachers and others instructed or employed by the Charity, including facilities for study, research, recreation and also performance of artistic and cultural activities of every description.
- 5.6 To make grants, loans and provide other forms of financial assistance for the furtherance of the Object.
- 5.7 To promote or carry out research.
- 5.8 To provide or distribute information or advice.
- 5.9 To co-operate with other bodies.
- 5.10 To support, administer or set up other charities.
- 5.11 To raise funds (but not by means of **taxable trading**).
- 5.12 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the **Charities Act**).
- 5.13 To acquire or hire property of any kind
- 5.14 To carry out building works
- 5.15 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 5.16 To set aside funds for special purposes or as reserves against future expenditure
- 5.17 The power to act as trustee and to undertake and execute any charitable trust which may lawfully be undertaken by the Charity and may be necessary or desirable for the attainment of its objects, and to perform any services in furtherance of the objects of the Charity, gratuitously or otherwise.
- 5.18 To deposit or invest funds in any manner, subject to such conditions (if any) and such consents (if any) as may be imposed by law.
- 5.19 To delegate the management of investments to a **Financial Expert**, but only on terms that:
  - 5.19.1 the investment policy is set down **In Writing** for the Financial Expert by the Governors,
  - 5.19.2 the performance of the investments is reviewed regularly with the Governors;
  - 5.19.3 the Governors are entitled to cancel the delegation arrangement at any time;

- 5.19.4 the investment policy and the delegation arrangement are reviewed at least once a year;
  - 5.19.5 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified to the Governors, and
  - 5.19.6 the Financial Expert must not do anything outside the powers of the Governors.
- 5.20 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Governors or of a Financial Expert acting under their instructions and to pay any reasonable fee required
  - 5.21 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity.
  - 5.22 To insure the Governors against the costs of a successful defence to a criminal prosecution brought against them as **charity trustees** or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Governor concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
  - 5.23 Subject to Article 6, to employ paid or unpaid agents, staff or advisers.
  - 5.24 To enter into contracts or provide services to or on behalf of other bodies.
  - 5.25 To set up subsidiary companies to assist or act as agents for the Charity.
  - 5.26 To do anything else within the law which promotes or helps to promote the Object.
- 6. Benefits to Governors**
- 6.1 *The property and funds of the Charity must be used only for promoting the Object and do not belong to the **members** of the Charity.*
  - 6.2 Governors must not receive any payment of money or other **Material Benefit** (whether directly or indirectly) from the Charity but:
    - 6.2.1 Governors may be paid interest at a reasonable rate (not exceeding 2 per cent over the base rate prescribed for the time being by Barclays Bank plc, or 3%, whichever is the greater) on money lent to the Charity;
    - 6.2.2 Governors may be paid a reasonable rent or hiring fee for property let or hired to the Charity;
    - 6.2.3 payment of premiums for indemnity insurance for any act or default of any Governor may be made except that such insurance shall not extend to indemnification against liability for any neglect, wilful or criminal wrongdoing or default.
    - 6.2.4 Governors may receive reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;

- 6.2.5 Governors may receive an indemnity in respect of any liabilities **Properly Incurred** in running the Charity (including the costs of a successful defence to criminal proceedings) or otherwise against any **Relevant Liability** to the extent permitted by the **Act**;
- 6.2.6 payment to any company may be made in which a Governor has no more than a one per cent shareholding, and/or
- 6.2.7 in exceptional cases, other payments or benefits (but only with the written approval of the **Commission** in advance).

## 7. The Governors

- 7.1 The Governors as charity trustees have control of the Charity and its property and funds.
- 7.2 The Governors shall be not less than six and not more than 18 individuals, all of whom must be members of the Charity.
- 7.3 Any person who is willing to act both as a Governor and a member of the Charity and is permitted to be so appointed by the law and these **Articles**, may be appointed, by a resolution of the Governors, to be a Governor.
- 7.4 Every Governor must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Governors.
- 7.5 Subject to earlier termination under Article 7.8, Governors shall be appointed for:
  - 7.5.1 a term of office that ends at the first meeting of the Governors in the calendar year that is four years after the calendar year in which he or she was appointed unless Article 7.5.2 applies;
  - 7.5.2 a term of office that ends at the first meeting of the Governors in the next calendar year after his or her appointment if, at the time of appointment.
    - (a) a Governor is aged 75 or over; or
    - (b) a Governor has already served for a period of 12 years (whether or not such period was served consecutively).
- 7.6 Subject to earlier termination under Article 7.8, the terms of office of Governors in office at the date of adoption of these Articles shall be deemed to end at the first meeting of the Governors in the calendar year that is four years after the calendar year in which he or she was appointed, unless an alternative term of office is determined by the Board.
- 7.7 Any retiring Governor who remains qualified may be re-appointed by resolution of the Governors, provided that no Governor may be re-appointed under this Article if they have served for a period of 12 or more years as Governor (whether or not such period was served consecutively) or when he or she is aged 75 or over unless
  - 7.7.1 a Governor is appointed as **Chairman** pursuant to Article 9.1 and his or her term of office expires during the period when he or she is Chairman, or

- 7.7.2 the Chairman requests that the retiring Governor put themselves forward for re-appointment.
- 7.8 A Governor's term of office automatically terminates immediately if he or she.
  - 7.8.1 is disqualified under the Charities Act or by the Commission from acting as a charity trustee;
  - 7.8.2 is incapable, whether mentally or physically, of managing his or her own affairs;
  - 7.8.3 upon being declared bankrupt or making any arrangement with his or her creditors;
  - 7.8.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Governors on resuming membership of the Charity before the next Governors' meeting);
  - 7.8.5 resigns by written notice to the Governors (but only if at least two Governors will remain in office),
  - 7.8.6 is removed by a decision approved by at least 50% of all the Governors after the Board of Governors has invited the views of the Governor concerned and considered the matter in the light of any such views;
  - 7.8.7 if he or she fails to declare the nature of any direct or indirect material interest which he or she may have in any matter the subject of consideration at a Board meeting attended by him, and the Board of Governors so resolves;
  - 7.8.8 has not attended any meeting of the Governors during the preceding 12 **month** period, without the prior permission of the Governors
- 7.9 A technical defect in the appointment of a Governor of which the Governors are unaware at the time does not invalidate decisions taken at a meeting.

## **8. Proceedings of Governors**

- 8.1 The Board of Governors must meet at least three times a year and following the written request of at least four of the Governors and may meet at other times
- 8.2 A quorum at a meeting of the Governors is five Governors.
- 8.3 The Chairman shall preside at each meeting, unless he is unable or unwilling to do so, in which case the Deputy Chairman shall preside at the meeting. In the event that both the Chairman and Deputy Chairman are either unable or unwilling to preside some other Governor chosen by the Governors present shall preside at the meeting.
- 8.4 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution circulated to all the Governors who would have been eligible to vote on the matter at a meeting of the Governors and approved by a simple majority of them is as valid as a resolution passed at a meeting and for this purpose:



- 8.4.1 the number of Governors who approve the resolution must be at least as many as would be required to form a quorum at a meeting of the Governors; and
- 8.4.2 the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 8.5 Except for the chairman of the meeting, who has a second or casting vote, every Governor has one vote on each issue.
- 8.6 A procedural defect of which the Governors are unaware at the time does not invalidate decisions taken at a meeting
- 8.7 The Governors may act notwithstanding any vacancy in their body provided always that in case the Governors shall at any time be reduced in number to less than the minimum number it shall be lawful for them to act as the Board of Governors for the purpose of filling up vacancies in their body or of summoning a general meeting but not for any other purpose.
- 8.8 Whenever a Governor has a personal interest in a matter to be discussed at a meeting of the Governors he or she must:
- 8.8.1 declare an interest as or before discussion begins on the matter;
- 8.8.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- 8.8.3 not be counted in the quorum for that part of the meeting; and
- 8.8.4 withdraw during the vote and have no vote on the matter.
- 8.9 If a conflict of interests arises for a Governor and the conflict is not authorised by Article 8.10, the unconflicted Governors may authorise such a conflict of interests provided that:
- 8.9.1 the procedure in Article 8.8 is followed;
- 8.9.2 authorisation will not result in any direct or indirect Material Benefit being conferred on any Governor or any **Person Connected to a Governor**, and
- 8.9.3 the unconflicted Governors consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances
- 8.10 Conflicts of interest which arise in relation to benefits allowed under Article 6 are authorised automatically and need not be separately authorised pursuant to Article 8.9.

## 9. Powers of Governors

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

- 9.1 To appoint a Chairman from among their number for a three year term, unless otherwise determined by the Governors at the time of his or her appointment and any retiring Chairman may be appointed for up to one additional three year term and to remove any Chairman so appointed

- 9.2 To reappoint a retiring Chairman for one further additional three year term and in exceptional circumstances to reappoint a Chairman for a third term of three years and to remove any Chairman so appointed.
- 9.3 To appoint or remove a Deputy Chairman and other honorary officers from among their number. The term of office for the Deputy Chairman and other honorary offices shall be determined by the Board of Governors from time to time.
- 9.4 To delegate any of their functions to committees consisting of such persons as are approved by the Governors (and who may be removed by the Governors) provided that at least two members of a committee shall be Governors, one of whom shall be the chairman of the committee. All proceedings of committees must be reported promptly to the Governors provided that the meetings and proceedings of any such committees shall be governed by the regulations governing the meetings of the Governors (so far as they are relevant) or by regulations laid down by the Governors and that all proceedings of such committees shall be recorded in proper minutes signed by the chairman of the committee
- 9.5 To make Standing Orders consistent with these Articles and the Act to govern proceedings at general meetings including provisions as to proxy voting
- 9.6 To make Rules consistent with these Articles and the Act to govern proceedings at their meetings and at meetings of committees.
- 9.7 To make Regulations consistent with these Articles and the Act to govern the administration of the Charity.
- 9.8 To establish procedures to assist the resolution of disputes within the Charity.
- 9.9 To exercise any powers of the Charity which are not reserved to a general meeting.
- 10. Membership**
- 10.1 The Charity must maintain a register of members.
- 10.2 Membership of the Charity is open only to the Governors. Every member shall sign the register of members or consent in writing to become a member.
- 10.3 The Board of Governors may establish different classes of non-voting, informal "membership", which shall not amount to membership of the Charity, and prescribe their respective methods of application and resignation, privileges and duties, and the amount of any subscription, for such informal members.
- 10.4 Membership of the Charity is terminated if the member concerned.
- 10.4.1 gives written notice of resignation to the Charity;
- 10.4.2 dies; or
- 10.4.3 ceases to be a Governor.
- 10.5 Membership of the Charity is not transferable.

## 11. General Meetings

- 11.1 Members are entitled to attend general meetings either personally or by proxy. *General meetings are called on at least 14 Clear Days' Written notice specifying the business to be discussed except that with the consent of 90% of the members entitled to attend general meetings, such meetings may be convened by such notice as those members think fit*
- 11.2 There is a quorum at a general meeting if the number of members present in person or by proxy is at least five
- 11.3 The Chairman shall preside at each general meeting, unless he is unable or unwilling to do so, in which case the Deputy Chairman shall preside at the general meeting. In the event that both the Chairman and Deputy Chairman are either *unable or unwilling to preside some other Governor chosen by the Governors present shall preside at the general meeting.*
- 11.4 A general meeting may be called at any time by the Governors and must be called within 21 days on a written request from at least 5% of the members.

## 12. Voting at General Meetings

- 12.1 A resolution at a general meeting shall be decided by a show of hands, unless a poll is demanded.
- 12.2 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 12.3 Subject to Article 12.4, every member present in person or by proxy has one vote on each issue save for the chairman of the meeting who shall have a second or casting vote.
- 12.4 A person who has been appointed as proxy for more than one member has only one vote on a show of hands.
- 12.5 A poll on a resolution may be demanded:
- 12.5.1 in advance of the general meeting where it is to be put to the vote; or
  - 12.5.2 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
- 12.6 A poll may be demanded by any member.
- 12.7 Polls must be taken immediately and in such manner as the chairman of the meeting directs

## 13. Written Resolutions of the Members

- 13.1 Subject to Article 13.2, an **Ordinary Resolution** In Writing agreed by a simple majority (or in the case of a **Special Resolution** by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the

case of a Special Resolution by a majority of not less than 75%) of members has signified its agreement to the resolution in an **Authenticated Document** which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution In Writing may comprise several copies to which one or more members have signified their agreement.

13.2 The following may not be passed as a written resolution and any such resolutions may only be passed by the members at a general meeting:

13.2.1 a resolution to remove a Governor before his period of office expires pursuant to Section 168 of the Act; and

13.2.2 a resolution to remove an auditor before his period of office expires pursuant to Section 510 of the Act

#### 14. **Communication with Members**

14.1 The Charity may validly send or supply any document (including any notice) or information to a member.

14.1.1 by delivering it by hand to the address recorded for the member in the register of members;

14.1.2 by sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the member in the register of members,

14.1.3 by electronic mail to an email address notified by the member In Writing; or

14.1.4 by means of a website the address of which has been notified to the member In Writing;

in accordance with this Article 14

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

14.2.1 24 hours after being sent by electronic mail or delivered by hand to the relevant address;

14.2.2 two Clear Days after being sent by first class post to the relevant address;

14.2.3 three Clear Days after being sent by second class or overseas post to the relevant address;

14.2.4 on the date on which the notice was posted on a website (or, if later, the date on which the member was notified of the posting on the website);

14.2.5 on being handed to the member personally; or if earlier

14.2.6 as soon as the member acknowledges actual receipt.

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

14.4 Members may validly send any notice or document to the Charity.

- 14.4.1 by post to
  - (a) the Charity's registered office; or
  - (b) any other address specified by the Charity for such purposes;
- 14.4.2 to any email address provided by the Charity for such purposes.

## **15. Company Secretary**

The Governors may appoint a Company Secretary, who may be a Governor or employee of the Charity.

## **16. Records and Accounts**

16.1 The Governors must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- 16.1.1 annual reports;
- 16.1.2 annual returns,
- 16.1.3 annual statements of account.

16.2 The Governors must keep proper records of

- 16.2.1 all resolutions of members passed otherwise than at a general meeting;
- 16.2.2 all proceedings at general meetings;
- 16.2.3 all proceedings at meetings of the Governors;
- 16.2.4 all reports of committees; and
- 16.2.5 all professional advice obtained.

16.3 The records referred to in Articles 16.2.1, 16.2.2 and 16.2.3 must be kept for 10 years from the date of the resolution, general meeting or Governors' meeting, as relevant

16.4 Accounting records relating to the Charity must be made available for inspection by any Governor at any reasonable time during normal office hours.

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

## **17. Indemnity**

The Governors shall be indemnified by the Charity in respect of liabilities Properly Incurred in running the Charity (including the costs of a successful defence to criminal proceedings) or otherwise against any Relevant Liability to the extent permitted by the Act

**18. Limited Liability**

The liability of the members is limited.

**19. Guarantee**

Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves, such amount as may be required not exceeding One Pound

**20. Dissolution**

20.1 If upon the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Charity, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Charity.

20.2 A final report and statement of account must be sent to the Commission

**21. Interpretation (part 2)**

21.1 In these Articles

**The Act** means the Companies Act 2006.

**Articles** mean these articles of Charity.

**Charity** means the company governed by the Articles.

**Authenticated Document** means a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of the sender is confirmed in a manner specified by the Charity (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement).

**Chairman** means the chairman of the Governors.

**Charities Act** means the Charities Act 2011.

**charity trustee** has the meaning prescribed by section 177 of the Charities Act.

**Clear Days** means the period excluding the day when the notice is deemed to be given and the day for which it is given or on which it is to take effect.

**Commission** means the Charity Commission for England and Wales.

**Financial Expert** means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000

**Governor** means a director of the Charity and **Governors** or **Board of Governors** means all of the directors unless the context requires otherwise.

**Material Benefit** means a benefit which may or may not be financial but which has a monetary value.

**member** and **membership** refer to membership of the Charity.

**month** means calendar month.

**Object** means the object of the Charity set out in Article **Error! Reference source not found.**

**Ordinary Resolution** means a resolution of the members that is passed by a simple majority.

**Person Connected to a Governor** means:

- (a) a child, parent, grandchild, grandparent, brother or sister of a Governor;
- (b) the spouse or civil partner of a Governor or anyone falling within paragraph (a);
- (c) a person carrying on business in partnership with a Governor or with any person falling within paragraph (a) or (b);
- (d) an institution which is controlled by a Governor or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together);
- (e) a body corporate in which a Governor or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest).

**Properly Incurred** means incurred otherwise than in connection with any negligence, default, breach of duty or breach of trust in relation to the Charity.

**Relevant Liability** means a liability incurred by a Governor (acting in that capacity) towards a third party, other than liability

- (f) to pay a criminal fine;
- (g) to pay a sum to a regulatory authority regarding non-compliance with a regulatory duty (however arising);
- (h) for defending criminal proceedings in which he is convicted;
- (i) for defending civil proceedings in which judgment is given against him;
- (j) in connection with an application for relief from the Court (under the Court's power to relieve from liability in cases of honest and reasonable conduct) in which the Court refuses to grant relief;

and for the avoidance of doubt, does not include any liability of the Governor towards the Charity.

**Special Resolution** means a resolution of the members that is passed by a majority of 75% or more

**Taxable trading** means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Object, and the profits of which are liable to tax

**Written or In Writing** refers to a legible document on paper or a document which can be printed onto paper including a fax message or electronic mail.

**year** means a period of 12 months

- 21.2 Expressions defined in the Act have the same meaning, except where the context requires otherwise.
- 21.3 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.
- 21.4 Articles 4, 6, 21 and 22 shall not be amended without the prior written consent of the Commission, where such consent is required by legislation.
- 21.5 The model articles of association in Schedule 2 of the Companies (Model Articles) Regulations 2008 do not apply to the Charity



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(New Articles of Association adopted on  
21 March 2017)

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Incorporated on the 3<sup>rd</sup> September 1964

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*Richard Mervis*

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THE YEHUDI MENUHIN SCHOOL LIMITED

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1. **Name**

The name of the company is The Yehudi Menuhin School Limited (hereinafter called the **Charity**).

2. **Interpretation (part 1)**

*The interpretation provision in Article 21 shall apply and the emboldening of a word or expression on the first occasion that it is used indicates that the word or expression is defined in Article 21.*

3. **Registered Office**

The registered office of the Charity shall be in England.

4. **Object**

The objects for which the Charity is established is to provide and advance a general *education and specialised education and training of the highest order in music and the performing arts* by the provision and conduct in the United Kingdom of a day and boarding school or schools for children from any part of the world with talents for music and the performing arts and generally to foster music and the arts and general education of children by the provision of courses at the school or schools throughout the year (the **Object**).

5. **Powers**

The Charity has the following powers, which may be exercised only in promoting the Object.

- 5.1 To carry on a school in pursuance of the Object under the name of The Yehudi Menuhin School Limited or such other name as the **Governors** shall decide from time to time.
- 5.2 To institute, establish, contribute towards and administer scholarships, bursaries, grants, awards and maintenance allowances to pupils at the School.

- 5.3 To award scholarships or bursaries to pupils leaving the School in that year and tenable at any university or other institution of higher or further education (including professional or technical education)
- 5.4 To hold concerts, dance, or drama performances, entertainments, lectures, conferences, public meetings and exhibitions.
- 5.5 The power to provide a school or schools classrooms, offices, board, lodgings and other facilities for pupils, teachers and others instructed or employed by the Charity, including facilities for study, research, recreation and also performance of artistic and cultural activities of every description.
- 5.6 To make grants, loans and provide other forms of financial assistance for the furtherance of the Object.
- 5.7 To promote or carry out research
- 5.8 To provide or distribute information or advice.
- 5.9 To co-operate with other bodies
- 5.10 To support, administer or set up other charities.
- 5.11 To raise funds (but not by means of **taxable trading**).
- 5.12 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the **Charities Act**).
- 5.13 To acquire or hire property of any kind.
- 5.14 To carry out building works.
- 5.15 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 5.16 To set aside funds for special purposes or as reserves against future expenditure.
- 5.17 The power to act as trustee and to undertake and execute any charitable trust which may lawfully be undertaken by the Charity and may be necessary or desirable for the attainment of its objects, and to perform any services in furtherance of the objects of the Charity, gratuitously or otherwise.
- 5.18 To deposit or invest funds in any manner, subject to such conditions (if any) and such consents (if any) as may be imposed by law.
- 5.19 To delegate the management of investments to a **Financial Expert**, but only on terms that:
  - 5.19.1 the investment policy is set down **In Writing** for the Financial Expert by the Governors;
  - 5.19.2 the performance of the investments is reviewed regularly with the Governors,
  - 5.19.3 the Governors are entitled to cancel the delegation arrangement at any time;

- 5.19.4 the investment policy and the delegation arrangement are reviewed at least once a year,
  - 5.19.5 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified to the Governors; and
  - 5.19.6 the Financial Expert must not do anything outside the powers of the Governors.
- 5.20 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Governors or of a Financial Expert acting under their instructions and to pay any reasonable fee required.
  - 5.21 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity.
  - 5.22 To insure the Governors against the costs of a successful defence to a criminal prosecution brought against them as **charity trustees** or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Governor concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
  - 5.23 Subject to Article 6, to employ paid or unpaid agents, staff or advisers.
  - 5.24 To enter into contracts or provide services to or on behalf of other bodies.
  - 5.25 To set up subsidiary companies to assist or act as agents for the Charity.
  - 5.26 To do anything else within the law which promotes or helps to promote the Object.
- 6. Benefits to Governors**
- 6.1 The property and funds of the Charity must be used only for promoting the Object and do not belong to the **members** of the Charity.
  - 6.2 Governors must not receive any payment of money or other **Material Benefit** (whether directly or indirectly) from the Charity but:
    - 6.2.1 Governors may be paid interest at a reasonable rate (not exceeding 2 per cent over the base rate prescribed for the time being by Barclays Bank plc, or 3%, whichever is the greater) on money lent to the Charity;
    - 6.2.2 Governors may be paid a reasonable rent or hiring fee for property let or hired to the Charity;
    - 6.2.3 payment of premiums for indemnity insurance for any act or default of any Governor may be made except that such insurance shall not extend to indemnification against liability for any neglect, wilful or criminal wrongdoing or default
    - 6.2.4 Governors may receive reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity,

- 6 2.5      Governors may receive an indemnity in respect of any liabilities **Properly Incurred** in running the Charity (including the costs of a successful defence to criminal proceedings) or otherwise against any **Relevant Liability** to the extent permitted by the **Act**;
- 6.2.6      payment to any company may be made in which a Governor has no more than a one per cent shareholding; and/or
- 6 2.7      in exceptional cases, other payments or benefits (but only with the written approval of the **Commission** in advance)

## 7.      **The Governors**

- 7.1      The Governors as charity trustees have control of the Charity and its property and funds.
- 7.2      The Governors shall be not less than six and not more than 18 individuals, all of whom must be members of the Charity.
- 7.3      Any person who is willing to act both as a Governor and a member of the Charity and is permitted to be so appointed by the law and these **Articles**, may be appointed, by a resolution of the Governors, to be a Governor.
- 7.4      Every Governor must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Governors.
- 7.5      Subject to earlier termination under Article 7.8, Governors shall be appointed for.
  - 7.5.1      a term of office that ends at the first meeting of the Governors in the calendar year that is four years after the calendar year in which he or she was appointed unless Article 7.5.2 applies;
  - 7.5.2      a term of office that ends at the first meeting of the Governors in the next calendar year after his or her appointment if, at the time of appointment:
    - (a)      a Governor is aged 75 or over; or
    - (b)      a Governor has already served for a period of 12 years (whether or not such period was served consecutively).
- 7.6      Subject to earlier termination under Article 7.8, the terms of office of Governors in office at the date of adoption of these Articles shall be deemed to end at the first meeting of the Governors in the calendar year that is four years after the calendar year in which he or she was appointed, unless an alternative term of office is determined by the Board.
- 7.7      Any retiring Governor who remains qualified may be re-appointed by resolution of the Governors, provided that no Governor may be re-appointed under this Article if they have served for a period of 12 or more years as Governor (whether or not such period was served consecutively) or when he or she is aged 75 or over unless:
  - 7.7 1      a Governor is appointed as **Chairman** pursuant to Article 9.1 and his or her term of office expires during the period when he or she is Chairman, or

- 7.7.2 the Chairman requests that the retiring Governor put themselves forward for re-appointment.
- 7.8 A Governor's term of office automatically terminates immediately if he or she.
- 7.8.1 is disqualified under the Charities Act or by the Commission from acting as a charity trustee;
- 7.8.2 is incapable, whether mentally or physically, of managing his or her own affairs,
- 7.8.3 upon being declared bankrupt or making any arrangement with his or her creditors;
- 7.8.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Governors on resuming membership of the Charity before the next Governors' meeting),
- 7.8.5 resigns by written notice to the Governors (but only if at least two Governors will remain in office);
- 7.8.6 is removed by a decision approved by at least 50% of all the Governors after the Board of Governors has invited the views of the Governor concerned and considered the matter in the light of any such views;
- 7.8.7 if he or she fails to declare the nature of any direct or indirect material interest which he or she may have in any matter the subject of consideration at a Board meeting attended by him, and the Board of Governors so resolves;
- 7.8.8 has not attended any meeting of the Governors during the preceding 12 month period, without the prior permission of the Governors.
- 7.9 A technical defect in the appointment of a Governor of which the Governors are unaware at the time does not invalidate decisions taken at a meeting.
- 8. Proceedings of Governors**
- 8.1 The Board of Governors must meet at least three times a year and following the written request of at least four of the Governors and may meet at other times.
- 8.2 A quorum at a meeting of the Governors is five Governors.
- 8.3 The Chairman shall preside at each meeting, unless he is unable or unwilling to do so, in which case the Deputy Chairman shall preside at the meeting. In the event that both the Chairman and Deputy Chairman are either unable or unwilling to preside some other Governor chosen by the Governors present shall preside at the meeting.
- 8.4 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution circulated to all the Governors who would have been eligible to vote on the matter at a meeting of the Governors and approved by a simple majority of them is as valid as a resolution passed at a meeting and for this purpose:

- 8.4.1 the number of Governors who approve the resolution must be at least as many as would be required to form a quorum at a meeting of the Governors; and
- 8.4.2 the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 8.5 Except for the chairman of the meeting, who has a second or casting vote, every Governor has one vote on each issue.
- 8.6 A procedural defect of which the Governors are unaware at the time does not invalidate decisions taken at a meeting.
- 8.7 The Governors may act notwithstanding any vacancy in their body provided always that in case the Governors shall at any time be reduced in number to less than the minimum number it shall be lawful for them to act as the Board of Governors for the purpose of filling up vacancies in their body or of summoning a general meeting but not for any other purpose.
- 8.8 Whenever a Governor has a personal interest in a matter to be discussed at a meeting of the Governors he or she must:
  - 8.8.1 declare an interest as or before discussion begins on the matter;
  - 8.8.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
  - 8.8.3 not be counted in the quorum for that part of the meeting; and
  - 8.8.4 withdraw during the vote and have no vote on the matter.
- 8.9 If a conflict of interests arises for a Governor and the conflict is not authorised by Article 8.10, the unconflicted Governors may authorise such a conflict of interests provided that
  - 8.9.1 the procedure in Article 8.8 is followed;
  - 8.9.2 authorisation will not result in any direct or indirect Material Benefit being conferred on any Governor or any **Person Connected to a Governor**; and
  - 8.9.3 the unconflicted Governors consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances.
- 8.10 Conflicts of interest which arise in relation to benefits allowed under Article 6 are authorised automatically and need not be separately authorised pursuant to Article 8.9.

## 9. Powers of Governors

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

- 9.1 To appoint a Chairman from among their number for a three year term, unless otherwise determined by the Governors at the time of his or her appointment and any retiring Chairman may be appointed for up to one additional three year term and to remove any Chairman so appointed.



- 9.2 To reappoint a retiring Chairman for one further additional three year term and in exceptional circumstances to reappoint a Chairman for a third term of three years and to remove any Chairman so appointed
- 9.3 To appoint or remove a Deputy Chairman and other honorary officers from among their number. The term of office for the Deputy Chairman and other honorary offices shall be determined by the Board of Governors from time to time.
- 9.4 To delegate any of their functions to committees consisting of such persons as are approved by the Governors (and who may be removed by the Governors) provided that at least two members of a committee shall be Governors, one of whom shall be the chairman of the committee. All proceedings of committees must be reported promptly to the Governors provided that the meetings and proceedings of any such committees shall be governed by the regulations governing the meetings of the Governors (so far as they are relevant) or by regulations laid down by the Governors and that all proceedings of such committees shall be recorded in proper minutes signed by the chairman of the committee.
- 9.5 To make Standing Orders consistent with these Articles and the Act to govern proceedings at general meetings including provisions as to proxy voting.
- 9.6 To make Rules consistent with these Articles and the Act to govern proceedings at their meetings and at meetings of committees.
- 9.7 To make Regulations consistent with these Articles and the Act to govern the administration of the Charity.
- 9.8 To establish procedures to assist the resolution of disputes within the Charity.
- 9.9 To exercise any powers of the Charity which are not reserved to a general meeting.
- 10. Membership**
- 10.1 The Charity must maintain a register of members.
- 10.2 Membership of the Charity is open only to the Governors. Every member shall sign the register of members or consent in writing to become a member.
- 10.3 The Board of Governors may establish different classes of non-voting, informal "membership", which shall not amount to membership of the Charity, and prescribe their respective methods of application and resignation, privileges and duties, and the amount of any subscription, for such informal members.
- 10.4 Membership of the Charity is terminated if the member concerned:
- 10.4.1 gives written notice of resignation to the Charity;
  - 10.4.2 dies; or
  - 10.4.3 ceases to be a Governor.
- 10.5 Membership of the Charity is not transferable

## 11. General Meetings

- 11.1 Members are entitled to attend general meetings either personally or by proxy. General meetings are called on at least 14 **Clear Days'** Written notice specifying the business to be discussed except that with the consent of 90% of the members entitled to attend general meetings, such meetings may be convened by such notice as those members think fit.
- 11.2 There is a quorum at a general meeting if the number of members present in person or by proxy is at least five.
- 11.3 The Chairman shall preside at each general meeting, unless he is unable or unwilling to do so, in which case the Deputy Chairman shall preside at the general meeting. In the event that both the Chairman and Deputy Chairman are either unable or unwilling to preside some other Governor chosen by the Governors present shall preside at the general meeting.
- 11.4 A general meeting may be called at any time by the Governors and must be called within 21 days on a written request from at least 5% of the members.

## 12. Voting at General Meetings

- 12.1 A resolution at a general meeting shall be decided by a show of hands, unless a poll is demanded.
- 12.2 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 12.3 Subject to Article 12.4, every member present in person or by proxy has one vote on each issue save for the chairman of the meeting who shall have a second or casting vote.
- 12.4 A person who has been appointed as proxy for more than one member has only one vote on a show of hands.
- 12.5 A poll on a resolution may be demanded:
- 12.5.1 in advance of the general meeting where it is to be put to the vote; or
  - 12.5.2 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.
- 12.6 A poll may be demanded by any member.
- 12.7 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

## 13. Written Resolutions of the Members

- 13.1 Subject to Article 13.2, an **Ordinary Resolution In Writing** agreed by a simple majority (or in the case of a **Special Resolution** by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the

case of a Special Resolution by a majority of not less than 75%) of members has signified its agreement to the resolution in an **Authenticated Document** which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution In Writing may comprise several copies to which one or more members have signified their agreement.

13.2 The following may not be passed as a written resolution and any such resolutions may only be passed by the members at a general meeting:

13.2.1 a resolution to remove a Governor before his period of office expires pursuant to Section 168 of the Act; and

13.2.2 a resolution to remove an auditor before his period of office expires pursuant to Section 510 of the Act

#### 14. **Communication with Members**

14.1 The Charity may validly send or supply any document (including any notice) or information to a member:

14.1.1 by delivering it by hand to the address recorded for the member in the register of members;

14.1.2 by sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the member in the register of members;

14.1.3 by electronic mail to an email address notified by the member In Writing; or

14.1.4 by means of a website the address of which has been notified to the member In Writing;

in accordance with this Article 14.

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

14.2.1 24 hours after being sent by electronic mail or delivered by hand to the relevant address;

14.2.2 two Clear Days after being sent by first class post to the relevant address;

14.2.3 three Clear Days after being sent by second class or overseas post to the relevant address;

14.2.4 on the date on which the notice was posted on a website (or, if later, the date on which the member was notified of the posting on the website);

14.2.5 on being handed to the member personally, or if earlier

14.2.6 as soon as the member acknowledges actual receipt.

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

14.4 Members may validly send any notice or document to the Charity:

- 14.4.1 by post to
  - (a) the Charity's registered office; or
  - (b) any other address specified by the Charity for such purposes;
- 14.4.2 to any email address provided by the Charity for such purposes.

## **15. Company Secretary**

The Governors may appoint a Company Secretary, who may be a Governor or employee of the Charity.

## **16. Records and Accounts**

16.1 The Governors must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- 16.1.1 annual reports;
- 16.1.2 annual returns;
- 16.1.3 annual statements of account.

16.2 The Governors must keep proper records of

- 16.2.1 all resolutions of members passed otherwise than at a general meeting;
- 16.2.2 all proceedings at general meetings;
- 16.2.3 all proceedings at meetings of the Governors;
- 16.2.4 all reports of committees, and
- 16.2.5 all professional advice obtained.

16.3 The records referred to in Articles 16.2.1, 16.2.2 and 16.2.3 must be kept for 10 years from the date of the resolution, general meeting or Governors' meeting, as relevant.

16.4 Accounting records relating to the Charity must be made available for inspection by any Governor at any reasonable time during normal office hours.

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

## **17. Indemnity**

The Governors shall be indemnified by the Charity in respect of liabilities Properly Incurred in running the Charity (including the costs of a successful defence to criminal proceedings) or otherwise against any Relevant Liability to the extent permitted by the Act.

**18. Limited Liability**

The liability of the members is limited

**19. Guarantee**

Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves, such amount as may be required not exceeding One Pound.

**20. Dissolution**

20.1 If upon the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Charity, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Charity.

20.2 A final report and statement of account must be sent to the Commission.

**21. Interpretation (part 2)**

21.1 In these Articles:

**The Act** means the Companies Act 2006.

**Articles** mean these articles of Charity.

**Charity** means the company governed by the Articles.

**Authenticated Document** means a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of the sender is confirmed in a manner specified by the Charity (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement).

**Chairman** means the chairman of the Governors.

**Charities Act** means the Charities Act 2011.

**charity trustee** has the meaning prescribed by section 177 of the Charities Act

**Clear Days** means the period excluding the day when the notice is deemed to be given and the day for which it is given or on which it is to take effect.

**Commission** means the Charity Commission for England and Wales.

**Financial Expert** means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000.

**Governor** means a director of the Charity and **Governors** or **Board of Governors** means all of the directors unless the context requires otherwise.

**Material Benefit** means a benefit which may or may not be financial but which has a monetary value.

**member** and **membership** refer to membership of the Charity.

**month** means calendar month

**Object** means the object of the Charity set out in Article **Error! Reference source not found.**

**Ordinary Resolution** means a resolution of the members that is passed by a simple majority.

**Person Connected to a Governor** means:

- (a) a child, parent, grandchild, grandparent, brother or sister of a Governor;
- (b) the spouse or civil partner of a Governor or anyone falling within paragraph (a);
- (c) a person carrying on business in partnership with a Governor or with any person falling within paragraph (a) or (b);
- (d) an institution which is controlled by a Governor or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together);
- (e) a body corporate in which a Governor or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest).

**Properly Incurred** means incurred otherwise than in connection with any negligence, default, breach of duty or breach of trust in relation to the Charity.

**Relevant Liability** means a liability incurred by a Governor (acting in that capacity) towards a third party, other than liability:

- (f) to pay a criminal fine;
- (g) to pay a sum to a regulatory authority regarding non-compliance with a regulatory duty (however arising),
- (h) for defending criminal proceedings in which he is convicted;
- (i) for defending civil proceedings in which judgment is given against him;
- (j) in connection with an application for relief from the Court (under the Court's power to relieve from liability in cases of honest and reasonable conduct) in which the Court refuses to grant relief;

and for the avoidance of doubt, does not include any liability of the Governor towards the Charity.

**Special Resolution** means a resolution of the members that is passed by a majority of 75% or more.

**Taxable trading** means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Object, and the profits of which are liable to tax.

**Written or In Writing** refers to a legible document on paper or a document which can be printed onto paper including a fax message or electronic mail.

**year** means a period of 12 months.

- 21.2 Expressions defined in the Act have the same meaning, except where the context requires otherwise.
- 21.3 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.
- 21.4 Articles 4, 6, 21 and 22 shall not be amended without the prior written consent of the Commission, where such consent is required by legislation.
- 21.5 The model articles of association in Schedule 2 of the Companies (Model Articles) Regulations 2008 do not apply to the Charity.