

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**-OF-**

**THE YEHUDI MENUHIN SCHOOL LIMITED**

Registered Company No: 818389  
Registered Charity No: 312010

(as adopted by a special Resolution dated 17<sup>th</sup> June 2011)

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In these Articles unless the context otherwise requires

***The Company*** means The Yehudi Menuhin School Limited

***The School*** means the The Yehudi Menuhin School, operated by the Company

***Board of Governors*** means the persons appointed as directors of the Company under these Articles to have the general control and management of the administration of the Company, and "***Governor***" shall be construed accordingly

***Articles*** means these Articles of Association

***Clear Days*** in relation to the period of notice means that period excluding the day when the notice was given or deemed to be given and the day for which it is or on which it is to take effect

***Annual General Meeting*** means a meeting of the Members of the Company governed by Article 13

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

***The 1993 Act*** means the Charities Act 1993 as amended (including by the 2006 Act)

***The 2006 Act*** means the Charities Act 2006

***Charity Commission*** means the body that acts as registrar and regulator of charities in England and Wales

***Members*** means the subscribers to the Memorandum of Association or such other persons as shall become members of the Company in accordance with Article 12 1

***Office*** means the registered office of the Company

***Electronic Form*** means the same as in section 1168 of the Act

***Words*** Words in the *masculine* include the feminine gender and vice versa Words in the *singular* include the plural and vice versa

***Headings, Sub-Headings, Underlinings and Format Lines*** are for ease of reading and unless they form part of a phrase or sentence, do not form part of these Articles

***In writing*** means written, printed, partly one and partly another and all other modes of representing words in visible form including facsimile or other electronic transmissions

The following rules of interpretation shall also apply

***Modification or Re-enactment***

Reference to any provisions of the Act, the 1993 Act or the 2006 Act or any other statute shall be a reference to such

provisions as modified or re-enacted by any statute or regulations for the time being in force

**The United Kingdom** means Great Britain and Northern Ireland unless the context otherwise requires

***Meanings Where There Is No Inconsistency***

Except as provided above, words or expressions defined in the Act, the 1993 Act or the 2006 Act (subject to any statutory modification or re-enactment) in force at the date on which these Articles become binding on the Company shall bear the same meanings in these Articles unless inconsistent with the subject or context

**Table C**

The Regulations set out in Table C in the Companies (Tables A to F) Regulations 1985 are hereby excluded by the Company and shall not be deemed to be incorporated in to these Articles

Objects 2

**OBJECTS**

The Company is established for the purposes and has the powers set out in the Memorandum of Association

First Members and first Governors 3

**MEMBERS AND GOVERNORS**

3 1

The first Members of the Company shall be the subscribers to the Memorandum of Association and their names shall be entered in the register of Members of the Company

3 2

The first Members shall be the first directors and charity trustees of the Company and are referred to as "Governors" in accordance with Article 1

Board of Governors 4

**GOVERNORS**

4 1

The Board of Governors shall consist of not less than SIX and not more than EIGHTEEN persons

4 2

The Company may by SPECIAL RESOLUTION passed in a Members' meeting amend the maximum or minimum number of Governors

Appointment of Governors 5

5 1

A person willing to act as Governor may be appointed as such at an Annual General Meeting in accordance with Article 9

	5 2	The Board of Governors may appoint as a Governor any person who is willing to act as such, either to fill a casual vacancy or as an additional Governor, provided that the appointment does not cause the number of Governors to exceed the maximum permitted number. A Governor so appointed shall be a Governor only until the conclusion of the next Annual General Meeting of the Company, when he shall cease to be a Governor unless formally appointed in accordance with Article 5 1
Declaration of Acceptance	6	
	6 1	No person appointed as a Governor in accordance with Article 5 shall be entitled to act as a Governor until after signing in the minutes of a meeting of the Board of Governors a declaration of acceptance and of willingness to act in accordance with the Memorandum of Association and these Articles or by signing and delivering to the Company a written instrument to the same effect (a "Declaration of Acceptance")
	6 2	A Declaration of Acceptance shall continue in force throughout the period in which the individual acts as Governor (including any period after immediate re-appointment). However, if an individual who has ceased to be a Governor is subsequently appointed again after a period of time has elapsed, he shall execute a new Declaration of Acceptance
	6 3	A Declaration of Acceptance shall include a promise on the part of each Governor to preserve the confidences of the Company and the School and of all persons connected with them and only to breach any confidence when, and only to the extent that, it is necessary to comply with the law
	6 4	Each new Governor shall become entitled to the privileges and benefits of membership of the Board of Governors including but not limited to the right to such information and advice with regard to the activities of the Company as any of the Governors, the Secretary or its employees may reasonably be able to supply
Removal of Governor	7	
	7 1	A Governor shall cease to be a Governor notwithstanding anything in these Articles or any agreement between the Company and the Governor to the contrary
	7 1 1	if he does not sign a Declaration of Acceptance and/or become registered as a Member in accordance with Article 12 1 within 28 days of his appointment under Article 5 1 or 5 2 or such longer period as the Board of Governors may

		determine,
	7 1 2	upon dying or becoming incapable of managing his affairs,
	7 1 3	upon being declared bankrupt or making any arrangement with his creditors,
	7 1 4	upon being disqualified under section 72 of the 1993 Act or ceasing to be a Governor by virtue of any provision of the Act,
	7 1 5	upon resignation in writing, on the expiry of at least TWO WEEKS NOTICE (or such lesser period, if any, as the Board of Governors may agree) given by the Governor in writing to the Board of Governors. Such notice may not be withdrawn without the consent of a resolution of the Board of Governors,
	7 1 6	upon the Company giving SPECIAL NOTICE of 21 days and passing an ORDINARY RESOLUTION at a meeting of the Members (and complying with the procedures set out in sections 168 and 169 of the Act)
	7 1 7	if he fails to declare the nature of any direct or indirect material interest which he may have in any matter the subject of consideration at a Board meeting attended by him, and the Board of Governors so resolves, or
	7 1 8	if the Board of Governors so resolves upon his being absent from meetings of the Governors for a continuous period in excess of twelve months without the prior permission of the Governors
	7 2	The removal of a Governor shall be without prejudice to and shall not affect any obligation or liability incurred by him or to which he was subject prior to his removal
Rotation and re- appointment of Governors	8	
	8 1	Governors shall not be subject to retirement by rotation save as provided in this Article 8,
	8 2	Subject to Articles 8 4 2, 41 3 and 43 3, the appointment of each Governor shall, if not earlier terminated in accordance with Article 7, cease automatically at the end of the earlier of the following
	8 2 1	the first Annual General Meeting at which <ul style="list-style-type: none"> <li>(i) he is aged 75 or over, or</li> <li>(ii) he has been a Governor for a period of 12 or more years (which, for the avoidance of doubt, do not need to be consecutive and for these purposes a "year" means the period between successive</li> </ul>

Annual General Meetings), or

8 2 2 the fourth Annual General Meeting of the Company following his appointment (in accordance with Article 3 2 or Article 5 1) or re-appointment (in accordance with Article 8 3), as applicable, excluding, for the avoidance of doubt, any Annual General Meeting at which the appointment or re-appointment was made

Any Governor who at an Annual General Meeting falls within Article 8 2 1(i) and/or (ii) as well as Article 8 2 2 shall be deemed to have ceased to be a Governor under Article 8 2 1

8 3 A Governor who ceases to be a Governor under the provisions of Article 8 2 2 shall be eligible for re-appointment (in accordance with the procedure in Article 9), at the Annual General Meeting at which he ceases to be Governor

8 4 A Governor who at the date of any Annual General Meeting satisfies the criteria in Articles 8 2 1(i) and/or (ii) may

8 4 1 only stand for appointment or re-appointment (in accordance with the procedure in Article 9) at that or any subsequent Annual General Meeting if the Chairman so requests, and

8 4 2 subject to Articles 41 3 and 43 3, if appointed or reappointed pursuant to Article 9 shall only be a Governor until the next Annual General Meeting at which he shall cease to be a Governor

Procedure for  
appointment and  
re-appointment of  
Governors

9

9 1

This Article governs the procedure for the appointment of Governors under Article 5 1 and the re-appointment of Governors under Articles 8 3 and 8 4

9 2

9 2 1

Subject to Article 9 2 2, an individual who is not a Governor immediately prior to any Annual General Meeting and who seeks appointment (for the first time or after a break of holding office as Governor) under Article 5 1 will be asked by the Chairman (or another Governor nominated by the Chairman) not less than 21 clear days prior to the due date of the meeting to indicate if he wishes to seek appointment at that meeting

9 2 2

An individual who falls within Article 9 2 1 above and who satisfies the criteria in Articles 8 2 1(i) and/or (ii) at the date of any Annual General Meeting, shall be requested by the

- Chairman (if he so determines in his discretion) to stand for appointment by notice in writing to him not less than 21 clear days prior to the due date of the meeting
- 9 2 3 A Governor whose appointment is due to cease at the conclusion of any Annual General Meeting in accordance with Article 8 2 2 will be asked by the Chairman (or another Governor nominated by the Chairman) not less than 21 clear days prior to the due date of the meeting to indicate if he wishes to seek re-appointment at that meeting
- 9 2 4 A Governor whose appointment is due to cease at the conclusion of any Annual General Meeting in accordance with Article 8 2 1 shall be requested by the Chairman (if he so determines in his discretion) to stand for re-appointment by notice in writing to him not less than 21 clear days prior to the due date of the meeting
- 9 3 Not later than 14 clear days prior to the date appointed for each Annual General Meeting, each of those falling within Articles 9 2 1 to 9 2 4 above and proposing to stand for appointment or re-appointment as a Governor will submit to the Secretary a notice in writing stating his willingness to be appointed or re-appointed and setting out the particulars ("the Statutory Particulars") which would, if he were appointed or reappointed, be required to be included in the Company's register of directors
- 9 4 Not less than 7 clear days before the date appointed for each Annual General Meeting, notice shall be given to all Members entitled to receive notice of the meeting of the names of all candidates for appointment or re-appointment who have given notice in accordance with Article 9 3, together with the Statutory Particulars with regard to such persons
- 9 5 9 5 1 At each Annual General Meeting, the Members attending will be invited to cast votes by secret ballot FOR or AGAINST each of the candidates for appointment and re-appointment as a Governor, but so that no current Member will be entitled to vote on the question of his own re-appointment as Governor
- 9 5 2 Subject to Article 9 5 3, each candidate for whom the votes in favour exceed those against will, subject as provided in Article 9 6, be a Governor at the conclusion of the meeting
- 9 5 3 In respect of candidates who were requested to stand by the Chairman under Article 9 2 2 or 9 2 4 above, each candidate for whom the votes in favour amount to two thirds or more of the votes cast will, subject as provided in Article 9 6, be a Governor at the conclusion of the meeting
- 9 6 If the process in Article 9 5 results in the maximum

permitted number of Governors being exceeded, a further secret ballot of Members attending the meeting (excluding all Members seeking re-appointment as Governors) will be held, at which each such Member will be entitled to cast one vote for each of the candidates seeking appointment or reappointment, up to a total number of votes equal to the maximum number of available vacancies. The available vacancies will be allocated amongst the candidates in the order of the number of votes received by them respectively from high to low. Should two or more candidates be tied at the vacancy limit, the available vacancies at that level of votes will be allocated, unless otherwise agreed between the tied candidates, by lot. Those candidates to whom vacancies have been allocated at the conclusion of the above processes will be Governors at the conclusion of the meeting.

9 7

The provisions of this Article 9 7 shall govern the arrangements for any ballot or drawing of lots under the provisions of Articles 9 5 and 9 6. The Secretary will be responsible for preparation of the ballot papers and other arrangements for the ballot and drawing of lots and, together with a Member who is not standing for re-appointment as Governor and who has been selected by the Board of Governors at or prior to the Annual General Meeting, will scrutinise the ballot papers on a confidential basis and report to the Annual General Meeting the results of such ballot. Such report shall be prima facie evidence of those results. The ballot papers will then be immediately re-sealed and held in custody by the Secretary for 28 days when, unless the process has been challenged by any candidate, they will be destroyed.

Remuneration of  
Governors

10

Except as provided for in the Memorandum of Association, the Governors shall not be entitled to receive any remuneration provided that the Board of Governors may, *either generally or in a particular instance*, authorise the reimbursement of reasonable expenses incurred by Governors in the performance of their duties or otherwise in connection with the conduct of the affairs of the Company, subject to such conditions as the Board of Governors may prescribe.

The General  
Powers of the  
Board of  
Governors

11

11 1

The business of the Company shall be managed by the Board of Governors who may exercise all the powers of the Company except those which by the Memorandum of Association, these Articles or the Act are required to be



- exercised only in Annual General Meeting or other General Meeting The Board of Governors may exercise all the powers of the Company to
- 11 1 1 raise or borrow money,
- 11 1 2 mortgage or charge or grant a lien over the whole or any part of its undertaking, property or assets (subject to the provisions of Part V of the 1993 Act), and/or
- 11 1 3 issue debentures, debenture stock and other documents, whether outright or as security for any debt, liability or obligation of the Company
- 11 2 The Board of Governors shall be entitled (but not bound) to prescribe amend or withdraw a SCHEME OF MANAGEMENT for the management of the Company and/or the School in such terms as the Governors at their absolute discretion think fit but consistent always with the terms of these Articles
- 11 3 The Governors shall be entitled to make rules as to the award of bursaries, scholarships, prizes, allowances, leaving exhibitions and prizes, including rules as to their value, the method of selection of candidates and, where appropriate, the period for which the award is made and its discontinuance in the event of a holder failing to comply with the terms or intentions of the award
- 11 4 The Board of Governors may act even though there is a vacancy in their body provided that if there are fewer than SIX Governors, they may act as the Board of Governors only to
- appoint Governors, and/or
  - call a Members' meeting
- 11 5 The Board of Governors may by resolution confer upon any one individual (with his or her consent) the honorary title of President and any one or more individuals the honorary title of Vice-President of the Company The President and Vice-Presidents shall be entitled to attend but not to vote at any meeting of the Members of the Company
- 11 6 The Board of Governors may delegate any of their powers to committees consisting of such Governors or other persons as they think fit The Governors shall indicate in writing to such a committee the extent and nature of the powers so delegated Any such delegation may be revoked or altered by the Board of Governors
- 11 7 Such committees shall conform to any regulations imposed by the Board of Governors
- 11 8 The meetings and proceedings of any such committee shall

be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Governors so far as applicable unless superseded by any subsequent decisions of or regulations made by the Board of Governors

11 9 Any committee so formed shall report all acts and proceedings to the Board of Governors as soon as is reasonably practicable

#### **MEMBERS**

Becoming a Member 12

12 1 Each Governor shall become a Member of the Company automatically on completing a Declaration of Acceptance (in accordance with Article 6) and becoming registered as a Member

Register of Members 12 2

The provisions of sections 113 (Register of members) and 114 (Register to be kept available for inspection) of the Act shall be observed by the Company and every Member of the Company shall sign a written consent to become a Member (in the form of an application for membership) if required

Cessation of Membership 12 3

A person shall cease to be a Member when he ceases to be a Governor

#### **MEETINGS**

##### **ANNUAL GENERAL MEETING**

Articles applicable 13

The Annual General Meeting is a Members meeting and Articles 14 to 16, 18 3, 19 to 25 and 28 to 40 shall apply to each Annual General Meeting

Timing 14

An Annual General Meeting shall take place each year no more than 10 months after the end of the Company's accounting year and no more than 15 months after the last Annual General Meeting

Convening an Annual General Meeting 15

The Annual General Meeting shall be convened by the Secretary who shall give at least TWENTY-ONE clear days' notice to each Member and all other persons (including the auditors) entitled to receive notice of it

Business at Annual General Meeting 16

The business of the Annual General Meeting shall include

16 1 consideration of the accounts and any documents annexed to them,

16 2 consideration of the reports of the Board of Governors and of the auditors,

16 3 the appointment of auditors and the fixing of their remuneration,

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	16 4	the appointment and re-appointment of Governors, Where required, resolutions on the matters in Articles 16 1 to 16 3 shall be by a SIMPLE MAJORITY of those attending and entitled to vote
General Meeting	17	<b>GENERAL MEETINGS</b> All Members' meetings that are not Annual General Meetings are known as ("General Meetings") Articles 17 to 25 and 28 to 40 shall apply to each General Meeting
	18 18 1	A General Meeting
	18 1 1	may be convened whenever the Board of Governors sees fit,
	18 1 2	shall be convened by the Board of Governors if five Governors make a written requisition which must be left at the Office, stating the object of the proposed meeting,
	18 1 3	may be convened by the requisitioners in Article 18 1 2 if the Board of Governors has not within TWENTY-ONE days from receipt of a requisition given notice to convene the meeting, or
	18 1 4	shall be called by the Governors if the Company has received requests to do so from Members representing at least the required percentage of the total voting rights of all Members having a right to vote at General Meetings, in accordance with section 303 Act
	18 2	At least FOURTEEN clear days' notice must be given to each Member and all persons (including auditors) entitled to receive notice of it If a special resolution is to be considered the notice period shall be TWENTY-ONE clear days
	18 3	An Annual General Meeting or a General Meeting may be called by shorter notice than that specified in Articles 15 and 18 2 respectively, if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90 per cent of the total voting rights at that meeting of all the Members
		<b>NOTICE AND PROXIES FOR MEMBERS' MEETINGS</b>
Contents of Notice	19	The notice of an Annual General Meeting or a General Meeting shall state the date, time and place of the meeting and the general nature of the business to be conducted The notice must also contain a statement setting out the rights of Members to appoint a proxy under section 324 Act
Omission to Give	20	The accidental omission to give notice to, or the non-receipt

Notice			of notice by, any person entitled to receive it shall not invalidate any resolution or proceeding of the meeting
Proxies	21		
		21 1	The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing A proxy need not be a Member of the Company
		21 2	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid
		21 3	An instrument appointing a proxy shall include the following information
		21 3 1	the name and address of the Member appointing the proxy,
		21 3 2	the person appointed to be that Member's proxy and the meeting in relation to which that person is appointed, and
		21 3 3	the signatures of, or on behalf of, the Members appointing the proxy
	22		Unless a proxy notice indicates otherwise, it must be treated as
		22 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
		22 2	appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself
	23		The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
	24		A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used

25

#### **WRITTEN RESOLUTIONS OF THE MEMBERS**

25 1 A resolution in writing signed by a simple majority (or, in the case of a special resolution, by a majority of not less than 75 per cent ) of the Members for the time being entitled to receive notice of and to attend and vote at an Annual General Meeting or a General Meeting shall be as valid and effective as if the same had been passed at such Members' meeting duly convened and held

25 2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement

#### **MEETINGS OF THE BOARD OF GOVERNORS**

26

26 1 Subject to the provisions of these Articles, the Governors may regulate proceedings as they think fit The Secretary upon the request of a Governor at any time shall by notice in writing served upon the Governors call a meeting of the Board of Governors

26 2 A meeting of the Board of Governors shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Governors generally

26 3 A Governor must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared A Governor must absent himself from any discussions of the Governors of any matter in respect of which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest) and shall not vote on such matter

26 4 If a conflict of interests arises for a Governor because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Governors may authorise such a conflict of interests where the following conditions apply

26 4 1 the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

26 4 2 the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting, and

		26 4 3	the unconflicted Governors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying
	27	27 1	For the purposes of the previous Article
		27 1 1	a general notice given to the Governors that a Governor is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Governor has an interest in any such transaction of the nature and extent so specified,
		27 1 2	an interest of which a Governor has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his, and
		27 1 3	if a question arises at a meeting of Governors as to the right of a Governor to vote, the question may, before the conclusion of the meeting, be referred to the Meeting Chairman and his ruling in relation to any Governor other than himself shall be final and conclusive
	27 2		A resolution in writing, agreed by a simple majority of all the Governors for the time being entitled to receive notice of the meeting of the Governors and entitled to vote at such meeting, shall be as valid and effectual as if it had been passed at a meeting of the Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors
			<b>ALL MEETINGS</b>
Rules about Quorum	28		
		28 1	FIVE Members or Governors shall constitute a quorum for a meeting of the Members or Governors respectively (the "Quorum") A Governor or a Member shall not be counted in the Quorum on any matter on which he is not entitled to vote
		28 2	No business shall be transacted at any meeting unless a Quorum is present
		28 3	If a Quorum is not present within half an hour from the time appointed for a meeting to start or if during a meeting such a Quorum ceases to be present such a meeting shall be adjourned to such other time, date and place not less than TWO days and not more than TWENTY-EIGHT days thence as the Meeting Chairman or, if there is no Meeting Chairman, the Chairman shall appoint

The Meeting Chairman	29		The chairman of a meeting (the "Meeting Chairman") shall be
		29 1	the Chairman of the Board of Governors, or, if he is not present within 15 minutes after the time appointed for the meeting to start or is unwilling to preside or has an interest in a matter to be decided,
		29 2	the Vice Chairman of the Board of Governors, or if he too is not present within 15 minutes after the time appointed for it to start or is unwilling to preside or has an interest in a matter to be decided,
		29 3	a Governor or Member chosen by the Governors or Members (respectively) present to chair the meeting
Adjournment of a Meeting	30		
		30 1	The Meeting Chairman may, with the consent of the meeting, or when so directed by a quorate meeting, adjourn the meeting to such other time and place within the next TWENTY-EIGHT days as the Meeting Chairman thinks fit
		30 2	No business shall be transacted at an adjourned meeting except business which could have been transacted if that meeting had taken place
		30 3	If a meeting is adjourned for SEVEN days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting save that Governors or Members (as applicable) shall not be entitled to notice of the business to be transacted at an adjourned meeting
		30 4	If a meeting is adjourned for less than SEVEN days, Governors or Members (as applicable) shall not be entitled to notice of the adjourned meeting or the business to be transacted at it
Votes	31		
		31 1	At any meeting every Governor or Member (as applicable) present in person and entitled to vote shall have one vote
		31 2	No Member shall be entitled to vote on any question at a meeting unless his membership is duly registered
		31 3	Votes may be given on a show of hands or in the case of a Members' meeting, on a poll
Resolutions at a meeting	32		
		32 1	Resolutions put to the vote of a meeting shall be decided
		32 1 1	on a show of hands, or
		32 1 2	in the case of a Members' meeting, on a poll if demanded



			by
		32 1 2 1	the Meeting Chairman, or
		32 1 2 2	at least THREE Members present in person
		32 2	If a poll is not demanded, and generally in respect of a Board of Governors' meeting, the Meeting Chairman's declaration that a resolution has or has not been carried unanimously or by a particular majority is binding. An entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution
Poll	33		
		33 1	When a poll is demanded as described in Article 32 1 2 it shall be taken at such time and in such a manner as the Meeting Chairman shall direct. The result of the poll shall be deemed to be the resolution of the Members' meeting
		33 2	No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
		33 3	The demand for a poll may before it is taken be withdrawn but only with the consent of the Meeting Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
		33 4	No poll shall be demanded on the appointment of a Chairman or the election of a Meeting Chairman or on any question of an adjournment
		33 5	The demand for a poll shall not prevent the continuance of a <i>meeting for the transaction of any business other than the question on which a poll has been demanded</i>
Meeting Chairman's Second or Casting Vote	34		The Meeting Chairman of a meeting of the Members or Board of Governors shall be entitled to a second or casting vote in the case of an equality of votes, whether on a show of hands or on a poll
Acts of the Members or Governors	35		All bona fide acts of the Members or Governors done by the Members, Governors or the Board of Governors at any meeting shall be valid even if it is discovered afterwards that there was some defect in the appointment or continuance in office of any Governor or Member or any other irregularity
Minutes	36		The Governors or Members shall cause proper minutes to be made of

- 36 1 all appointments of the Governors and the Secretary,  
 36 2 proceedings of all meetings of the Members and the Board  
 of Governors and its committees, and  
 36 3 all business transacted at such meetings
- Such minutes if purporting to be signed by the Meeting  
 Chairman or the Meeting Chairman of the next succeeding  
 meeting shall be sufficient evidence of the facts stated  
 therein
- 37 **NOTICES**
- 37 1 Any notice to be given to or by any person pursuant to these  
 Articles shall be given as follows
- 37 1 1 in writing
- 37 1 2 personally,  
 37 1 3 sent by post in a prepaid envelope to, or  
 37 1 4 left at,  
 the Office or, in the case of notice to any Member or  
 Governor, at his address as it appears in the register of  
 members, or
- 37 1 5 in Electronic Form to such electronic address as the  
 recipient shall have notified to the sender
- 38 Only Members and Governors for whom the register of  
 members shows an address in the United Kingdom shall be  
 entitled to receive notices from the Company
- 39 A Governor or Member present at any meeting of the  
 Company shall be deemed to have received notice of the  
 meeting and of the purposes for which it was called
- 40 Proof that an envelope containing a notice was properly  
 addressed, pre-paid and posted shall be conclusive evidence  
 that the notice was given
- Proof that an electronic form of notice was given shall be  
 conclusive where the Company can demonstrate that it was  
 properly addressed and sent, in accordance with section  
 1147 of the Act
- Any notice sent by first-class prepaid post or in electronic  
 form shall be deemed to have been served 48 hours after it  
 was posted or sent (as applicable) and any notice delivered  
 by hand to the relevant address shall be deemed to have  
 been served 24 hours after such despatch or delivery

## **THE CHAIRMAN OF THE BOARD OF GOVERNORS**

Appointment and Removal 41 41 1

The chairman of the Board of Governors (the "Chairman") shall be the Governor appointed by a simple majority of the Board of Governors to serve as chairman provided that, if there is more than one candidate to act as chairman, the Board of Governors will be invited to cast one vote each in favour of their preferred candidate by secret ballot and the Governor with the most votes shall be appointed. Should two or more candidates be tied, the Governor to be appointed shall be determined by lot. The Secretary will be responsible for preparation of the ballot papers and other arrangements for the ballot and drawing of lots and will scrutinise the ballot papers and report to the Board of Governors the results of such a ballot. Such report shall be prima facie evidence of those results. The ballot papers will then be immediately re-sealed and held in custody by the Secretary for 28 days when, unless the process has been challenged by any candidate, they will be destroyed. No Governor shall be entitled to vote on the question of his own appointment as Chairman.

41 2

The Chairman will serve for three years or for such other term as is determined by the Board of Governors at the time of his appointment unless

41 2 1

he is removed as Chairman by a two-thirds majority of the Board of Governors at any time, or

41 2 2

he has been removed as a Governor pursuant to Article 7, when he shall cease to be Chairman immediately.

41 3

If during his term as Chairman, his appointment as Governor is due to end under Article 8 2 1, 8 2 2 or 8 4 2, he shall continue as Governor until the first Annual General Meeting at or before which he ceases to be Chairman. At such Annual General Meeting, he shall be deemed to retire under Article 8 2 1, 8 2 2 or 8 4 2 (as applicable).

Powers and Responsibilities of the Chairman 42

The Chairman shall have all the powers and responsibilities of the Chairman as set out in these Articles including the right (unless disqualified by reason of a personal interest) to chair each meeting of the Members and each meeting of the Board of Governors in the first instance in accordance with Article 29 1 and, in accordance with Article 34, the right to a second and casting vote in any case of equality of votes at every such meeting of which he is Meeting Chairman.

## **THE VICE CHAIRMAN**

Appointment and 43 43 1

The vice chairman of the Board of Governors (the "Vice

Removal

Chairman”) shall be the Governor appointed by a simple majority of the Board of Governors to serve as vice chairman provided that, if there is more than one candidate to act as vice chairman, the Board of Governors will be invited to cast one vote each in favour of their preferred candidate by secret ballot and the Governor with the most votes shall be appointed. Should two or more candidates be tied, the Governor to be appointed shall be determined by lot. The Secretary will be responsible for preparation of the ballot papers and other arrangements for the ballot and drawing of lots and will scrutinise the ballot papers and report to the Board of Governors the results of such a ballot. Such report shall be prima facie evidence of those results. The ballot papers will then be immediately re-sealed and held in custody by the Secretary for 28 days when, unless the process has been challenged by any candidate, they will be destroyed.

No Governor shall be entitled to vote on the question of his own appointment as Vice Chairman.

43 2

The Vice Chairman will serve for three years or for such other term as is determined by the Board of Governors at the time of his appointment unless

43 2 1

he is removed as Vice Chairman by a two-thirds majority of the Board of Governors at any time, or

43 2 2

he has been removed as a Governor pursuant to Article 7, when he shall cease to be Vice-Chairman immediately.

43 3

If during his term as Vice Chairman, his appointment as Governor is due to end under Article 8 2 1, 8 2 2 or 8 4 2, he shall continue as Governor until the first Annual General Meeting at or before which he ceases to be Vice Chairman. At such Annual General Meeting, he shall be deemed to retire under Article 8 2 1, 8 2 2 or 8 4 2 (as applicable).

**SECRETARY**

Appointment and Remuneration

44

The Board of Governors shall appoint and may remove the secretary of the Company (the “Secretary”). The Secretary shall not be a Governor. The Secretary shall be appointed for such time and paid such reasonable remuneration as the Board of Governors think fit. The Secretary shall attend Board of Governors meetings.

Absence of the Secretary

45

An assistant or deputy Secretary may be appointed by the Governors to assist the secretary of the Company (the “Secretary”) and to act in place of the Secretary in his absence.

## ACCOUNTS

Accounting  
Records, Annual  
Report and Return

46

46 1

Accounting records shall be kept by the Governors in accordance with the Act, Part VI of the 1993 Act and every other act for the time being in force concerning companies and/or charities affecting the Company as well as any Statement of Recommended Practice issued by the Charity Commission and in force from time to time. Such records shall be kept at the Office or such other place or places as the Governors think fit.

46 2

The accounting records shall be open to inspection by the Governors at all reasonable times.

46 3

The Governors shall cause the accounts and all annual statements and reports to be laid before the Company in accordance with the 1993 Act, the Act and every other act for the time being in force concerning companies and/or charities affecting the Company.

46 4

A copy of every annual statement of accounts, auditor's report and report of the Board of Governors which is to be laid before the Company at an Annual General Meeting shall be sent to every Governor and every holder of debentures of the Company at least FOURTEEN days before the meeting.

46 5

The Governors shall comply with their obligations under the 1993 Act with regard to the preparation of an annual report and return and its transmission of them to the Charity Commission.

## AUDIT

47

47 1

At least once in every year the Company accounts shall be independently examined by one or more properly qualified auditor or auditors as defined by the Act.

Appointment of  
Auditors

47 2

Auditors shall be appointed by the Governors at the Annual General Meeting and their duties regulated in accordance with the Act.

## INDEMNITY

Indemnity of  
Officers

48

Subject to the provisions of the Act, the 1993 Act and the 2006 Act every Governor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution or the discharge of his duties provided that such indemnity in respect of

expenses incurred by a Governor shall only extend to expenses for which he is entitled to reimbursement by the Company pursuant to Article 10

Insurance 49

The Board of Governors shall have the power to purchase and maintain for any Governor such insurance as is permitted by the provisions of the Memorandum of Association of the Company

Cy pres 50

**DISSOLUTION**

Clause 8 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles

51

**AMENDMENTS TO THESE ARTICLES**

Any alteration to these Articles must be made by a SPECIAL RESOLUTION of the Members at an Annual General Meeting or General Meeting No alteration of the Articles shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made