

1103760



independent  
schools  
council

### NOTICE OF SPECIAL RESOLUTION

Notice is hereby given that at a duly convened and quorate Annual General Meeting of the Independent Schools Council (the "Company") held on Friday 6 June 2008 at Coutts, 440 Strand, London WC2R 0QS the following Resolution was passed as a special resolution:

That the Articles of Association of the Company produced to the meeting and initialed by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association.

**Matthew Burgess**  
*Company Secretary*  
6<sup>th</sup> June 2008

St Vincent House  
30 Orange Street  
London WC2H 7HH  
Registered number: 1103760

WEDNESDAY



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18/06/2008

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COMPANIES HOUSE

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**THE COMPANIES ACTS 1985 AND 1989**

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

**ARTICLES OF ASSOCIATION**

of

**INDEPENDENT SCHOOLS COUNCIL**

**1 MEMBERSHIP**

- 1.1 The number of members with which the Company proposes to be registered is unlimited
- 1.2 The Company must maintain a register of members in accordance with Section 352 of the Act
- 1.3 Membership of the Company is open to any individual who is nominated in accordance with the provisions of Article 1.4 or Article 1.6 or who is elected Chairman or Deputy Chairman of the Company at a general meeting, is admitted by the Company, who signs the Register of members or otherwise consents in writing to become a member and who consents in writing to become a Director
- 1.4.1 The following named bodies (together "the Associations") shall have a right from time to time to nominate two persons for election to membership

Association of Governing Bodies of Independent Schools  
The Girls' Schools Association  
The Headmasters' and Headmistresses' Conference  
The Incorporated Association of Preparatory Schools  
The Independent Schools Association  
The Independent Schools' Bursars Association  
The Society of Headmasters and Headmistresses of Independent Schools  
Council of British International Schools

In respect of each of the Associations, one of the persons so nominated

('Annual Member') shall (if elected) sit on the Governing Board for one year from election (subject to Article 1 5) In respect of each of the Associations the other person so nominated ('Triennial Member') shall (if elected) sit on the Governing Board for three years from election (subject to Articles 1 4 1 a and 1 5 and to Schedule A) and shall co-terminously sit on the Finance and General Purposes Committee Each Association shall decide which is the Annual and which is the Triennial Member.

- 1 4 2 **Transitional arrangements** The first Triennial Members shall be nominated and- elected at the Annual General Meeting in June 2004 To ensure rotation of Triennial Members the Triennial Members nominated and elected at that Annual General Meeting shall hold office for the lengths of time set out in Schedule A
- 1 4 3 The nominations referred to in Article 1 4 1 shall be sent to the company secretary of the Company If any nomination shall not be so sent the persons (if any) nominated (or last nominated) by the said bodies respectively shall, if willing to act, be deemed to have been nominated for the ensuing year. Nominations or deemed nominations for membership shall be considered and voted upon at each Annual General Meeting At least twenty eight days notice of the Annual General Meeting shall be given to each of the said bodies
- 1 4 4 The persons elected as Chairman and Deputy Chairman of the Company shall, subject to Article 1 5, and to Article 2 8 6 hold office and remain as members for a period of four years from their respective elections
- 1 4 5 If the Chairman ceases to hold office before his or her term of office expires a new Chairman shall be elected by unanimous written resolution of the members or in the absence of such unanimous written resolution the company secretary shall forthwith call a General Meeting (giving, after consultation with the Associations, not less than 28 days' notice nor more than 56 days' notice) at which a new Chairman shall be elected The General Meeting for this purpose may be held by video conferencing or by telephone conferencing Pending the General Meeting the Deputy Chairman shall act as Chairman
- 1 4 6 While acting as Chairman the Deputy Chairman shall be subject to the same limitations as to chairmanship of other committees as apply to the Chairman and are set out in Articles 6 6, 7 1 and 7 2
- 1 4 7 If the Deputy Chairman ceases to hold office before his or her term of office expires a new Deputy Chairman shall be elected by unanimous written resolution of the members or in the absence of such unanimous written resolution the company secretary shall forthwith call a General Meeting (giving, after consultation with the Associations, not less than 28 days' notice nor more than 56 days' notice) at which a new Deputy Chairman shall be elected The General Meeting for this purpose may be held by video conferencing or by telephone conferencing

- 1 5 Membership is terminated if the member concerned
- 1 5.1 gives written notice of resignation to the Company
  - 1.5.2 dies
  - 1 5 3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due)
  - 1 5.4 is removed by his or her nominating association
  - 1 5.5 is removed from membership by resolution of the Directors on the ground that in their reasonable opinion the member's continued membership is harmful to the Company (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
  - 1 5 6 reaches the end of his or her term of office as set out in Article 1 4
  - 1.5 7 ceases to be a Director
- 1 6 The nominating association of any individual whose membership is terminated pursuant to Article 1 5 shall be entitled to nominate a replacement for admittance in accordance with Article 1 3 who shall, subject to Article 1 5, hold office until the next Annual General Meeting at which time his or her term of office may be renewed or extended by the nominating association (subject to Article 1.5) for not more than three years
- 1 7 Membership of the Company is not transferable save that with the approval of his or her nominating Association a member may appoint a proxy to exercise any of the rights of membership at any meeting The Governing Board may make and amend rules governing the appointment of proxies for this purpose
- 1 8 The Governing Board may from time to time elect such national or regional bodies having the same or similar objects as the Company to be affiliates of the Company as it shall think fit
- 1 9 Affiliates shall be entitled to receive a copy of the annual report of the Governing Board and to receive notice of and attend by a representative general meetings of the Company
- 1 10 Neither affiliates nor their representatives shall have the right to speak or vote at any general meeting and they shall not be counted in the quorum

1 11 The omission to send any annual report or any notice of general meeting to any affiliate shall not affect the validity of any proceedings of the Governing Board or the Company

## **2. GENERAL MEETINGS**

2 1 Members are entitled to attend general meetings personally or, subject to Article 1 7, by proxy General meetings are called on at least 21 days' written notice specifying the business to be discussed

2 2 There is a quorum at a general meeting if the number of members present personally or by proxy is at least five

2 3 The Chairman of the Company or (if he or she is unable or unwilling to do so) some other member elected by those present presides at a general meeting

2 4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast

2 5 Except for the chairman of the meeting, who has a casting vote only, every member present in person or by proxy has one vote on each issue

2 6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)

2 7 The Company must hold an AGM in every year which all members are entitled to attend The first AGM may be held within 18 months after the Company's incorporation

2 8 At an AGM the members

2 8 1 receive the accounts of the Company for the previous financial year

2 8 2 receive the Governing Board's report on the Company's activities since the previous AGM

2 8 3 accept the retirement of those Directors who wish to retire or who are retiring by rotation

2 8.4 elect persons to be members in accordance with Article 1.4.3

2 8 5 appoint auditors for the Company

2 8 6 if either role is vacant elect a Chairman and/or a Deputy Chairman of the Company (whose appointments shall be set for a period of not more than four years and whose elections shall be effective on their admission to membership if not already members of the Company)

2 8 7 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Company and

2 8 8 discuss and determine any issues of policy or deal with any other business put before them

2 8 9 may by special resolution resolve to amalgamate the Company with another company or body having the same or similar Objects (this power being expressly reserved to the members)

2 9 Any general meeting which is not an AGM is an EGM

2 10 An EGM may be called at any time by the Directors and must be called within 28 days on a written request from at least five members

2 11 In addition and without prejudice to the provisions of Section 303 of the Act (and notwithstanding the provisions in Article 3) the Company may by Ordinary Resolution remove any Director before the expiration of his period of office and may by Ordinary Resolution appoint another suitably qualified person from the same nominating Association in his or her stead but any person so appointed shall hold office only until the next AGM

### **3. THE GOVERNING BOARD**

3 1 The Governing Board (comprising the Directors) have control of the Company and its property and funds

3 2 The usual number of Directors shall be eighteen individuals and the minimum number shall be eight individuals

3 3 The Governing Board shall comprise the members as set out in Article 1 4 1

3 4 A Director's term of office automatically terminates if he or she.

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

3 4.2 ceases to hold office by reason of the provisions of section 303 or, of any order made under section 295 of the Act

3.4 3 resigns by written notice to the Directors (but only if at least two Directors will remain in office)

3.4.4 is removed by resolution passed by a meeting of the Board of Directors after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views or

3.4 5 ceases to be a member

3 5 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

#### **4. PROCEEDINGS OF DIRECTORS**

4 1 The Directors must hold at least three meetings each year

4 2 A quorum at a meeting of the Directors is five Directors

4 3 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors through which all participants may communicate with all the other participants

4 4 The Chairman of the Company shall be Chairman of the Governing Board and he or she or (if he or she is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting

4 5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)

4 6 Except for the chairman of the meeting, who has a casting vote only, every Director has one vote on each issue

4 7 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

4 8 The general secretaries (whether described as such or by some other title) of each of the Constituent Associations shall be entitled to attend meetings of the Governing Board but may not vote. Such other interested parties including a representative from the Scottish Council of Independent Schools may be invited by the Directors to attend meetings of the Governing Board but may not vote

#### **5. POWERS OF DIRECTORS**

The Directors have the following powers in the administration of the Company:

- 5.1 to appoint (and remove) any persons to act as Chief Executive Officer and company secretary in accordance with the Act and in such other executive roles as the Directors think fit and to delegate any of their functions to such persons as they see fit
- 5.2 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Director and all proceedings of committees must be reported promptly to the Directors)
- 5.3 to make Standing Orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings
- 5.4 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.5 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Company and the use of its seal (if any)
- 5.6 to prepare, negotiate and revise a memorandum of understanding as between the Company and the regional Independent Schools Council Information Service companies, such memorandum of understanding or any revisions to it to be adopted only with the approval of all parties or their duly appointed representatives
- 5.7 to establish procedures to assist the resolution of disputes within the Company
- 5.8 to exercise any powers of the Company which are not reserved to a general meeting
- 5.9 if the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by Article 3.2 it shall be lawful for them to act as Directors for the purposes of admitting persons as Directors filling up vacancies in their body to the minimum number set out in Article 3.2 or summoning a General Meeting but not for any other purpose

## **6. FINANCE AND GENERAL PURPOSES COMMITTEE**

- 6.1 The Governing Board shall establish a Finance and General Purposes Committee pursuant to Article 5.2 comprising the Chairman and Deputy Chairman of the Company and the Triennial Members as set out in Article



- 6 2 The Finance and General Purposes Committee shall discharge such functions as are delegated to it by the Governing Board to ensure that the decisions of the Governing Board are carried out and in particular shall have responsibility for supervising and reporting to the Governing Board on the financial management of the Company
- 6 3 The Finance and General Purposes Committee shall meet at regular intervals as directed by the Governing Board
- 6 4 The Finance and General Purposes Committee may co-opt up to two persons who in the reasonable opinion of the Committee have knowledge skills or expertise which will assist the Committee in the discharge of its functions and who may attend meetings of the Committee but shall not be entitled to vote
- 6 5 Co-opted persons shall not be representatives of a Constituent Association and shall not be entitled to act as Chairman of the Committee
- 6 6 The term of office of any co-opted person shall not exceed one year and may be renewed not more than twice Any co-option can be ended by a simple majority of votes at a quorate meeting
- 6 7 No person shall be or shall remain co-opted who in the twelve months prior to co-option or during the term of the co-option has supplied or shall supply goods or services for reward to the Company or to any member of the Governing Board or of the Finance and General Purposes Committee
- 6 8 A quorum at a meeting of the Finance and General Purposes Committee is five persons not including co-opted members
- 6 9 A meeting of the Finance and General Purposes Committee may be held in person or by suitable electronic means agreed by the members of such Committee through which all the participants may communicate with all the other participants
- 6 10 The Governing Board shall appoint the Chairman of the Finance and General Purposes Committee (who shall not be the Chairman of the Governing Board) and in that person's absence the members of the Committee shall elect one of their number to act as chairman of the meeting The Chairman of the Finance and General Purposes Committee (if not a member of the Governing Board) shall have the right to attend meetings of the Governing Board but shall not be entitled to vote
- 6 11 Every issue may be determined by a simple majority of the votes cast at a

meeting

- 6.12 Except for the Chairman of the meeting, who has a casting vote only, every participant has one vote on each issue
- 6.13 The Chief Executive Officer shall be entitled to attend all of the meetings of the Finance and General Purposes Committee but shall not be entitled to vote. The Chairmen of the Inspection Committee, Teacher Induction Panel, the Independent Schools Council Information Service and the Scottish Council of Independent Schools and such other senior officers of the Company as the Governing Board shall nominate may be invited to attend meetings of the Finance and General Purposes Committee but shall not be entitled to vote. The general secretaries (whether described as such or by some other title) of each of the Constituent Associations shall, if invited by their respective representative sitting on the Finance and General Purposes Committee, be entitled to attend meetings of the Governing Board but may not vote
- 6.14 The Governing Board may make rules pursuant to Article 5.4 governing the conduct of meetings of the Finance and General Purposes Committee in addition to (but not in place of) those set out in this Article 6

## **7. INSPECTORATE AND OTHER SERVICES**

- 7.1 Pursuant to Article 5.2 above the Directors may establish an Inspection Committee consisting of one representative of each Constituent Association for the purpose of supervising the Company's functions in relation to the inspection of independent schools. The Governing Board shall appoint the Chairman of the Committee (who need not be a member of or representative of any Constituent Association and who shall not be the Chairman of the Company) and in that person's absence the members of the Committee shall elect one of their number to act as chairman of the meeting.
- 7.2 Pursuant to Article 5.3 above the Directors may establish a Teacher Induction Committee (to be known as the Teacher Induction Panel) consisting of one representative from each of the Heads' Associations for the purpose of supervising the Company's functions in relation to the induction of teachers at independent schools and in particular in order to carry out functions under the Teaching and Higher Education Act 1998. The Teacher Induction Panel shall be responsible for the delivery of the graduate teacher programme in [ISC] Schools. The Governing Board shall appoint the Chairman of the Committee (who need not be a member of or representative of any Constituent Association and who shall not be the Chairman of the Company) and in that person's absence the members of the Committee shall elect one of their number to act as chairman of the meeting

## **8. RECORDS & ACCOUNTS**

8.1 The Directors must comply with the requirements of the Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of

8.1.1 annual reports

8.1.2 annual returns

8.1.3 annual statements of account

8.2 The Directors must keep proper records of

8.2.1 all proceedings at general meetings

8.2.2 all proceedings at meetings of the Directors

8.2.3 all reports of committees and

8.2.4 all professional advice obtained

8.3 Accounting records relating to the Company must be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by members who are not Directors if the Directors so decide

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

## **9. NOTICES**

9.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any newsletter distributed by the Company

9.2 The only address at which a member is entitled to receive notices is the address shown in the register of members

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

9.3.1 24 hours after being sent by electronic means or delivered by hand

to the relevant address

9 3 2 two clear days after being sent by first class post to that address

9 3 3 three clear days after being sent by second class or overseas post to that address

9 3 4 on the date of publication of a newspaper containing the notice

9 3 5 on being handed to the member personally or, if earlier,

9 3 6 as soon as the member acknowledges actual receipt

9 4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

## **10. DISSOLUTION**

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

## **11. INTERPRETATION**

In the Memorandum in and in these Articles

11 1 "The Act" means the Companies Act 1985 as amended

"AGM" means an annual general meeting of the Company

"these Articles" means these articles of association

"Chairman of the Governing Board" means the chairman of the Directors

"Chairman of the Company" means the chairman of the Company and

"Deputy Chairman of the Company" has a corresponding meaning

"the Company" means the company governed by these Articles

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

"Director" means a director of the Company and "Directors" means all of the directors

"EGM" means an extraordinary general meeting of the Company

"financial expert" means an individual, company or firm who is authorised to

carry on regulated activities within the meaning of the Financial Services and Markets Act 2000

"Chief Executive Officer" means the chief executive officer of the Company

"Governing Board" means the board of Directors

"the Heads' Associations" means The Headmasters' and Headmistresses' Conference, The Girls' Schools Association, The Society of Headmasters and Headmistresses of Independent Schools, The Incorporated Association of Preparatory Schools and The Independent Schools Association

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

"member" and "membership" (except where the context otherwise provides) refer to membership of the Company

"Memorandum" means the Company's Memorandum of Association

"month" means calendar month

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

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

"year" means calendar year

112 Expressions defined in the Act have the same meaning

113 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

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	WITNESS TO SIGNATURES
K L. Young 53 New Broad Street London  Chartered Accountant	J M Green
Joyce Cadbury The Davids Northfield Birmingham  Housewife	S J Sinclair

Dated this 9<sup>th</sup> day of February 1973

SCHEDULE A TO INDEPENDENT SCHOOLS COUNCIL ARTICLES OF ASSOCIATION

The Schedule sets out the transitional arrangements under which the first triennial members may serve for less than three years. The Meeting can approve or amend this Schedule.

**Schedule A**

Retirement of triennial members of the Associations shall be as follows

At the Annual General Meeting in 2005	GSA and ISA
At the Annual General Meeting in 2006	IAPS, ISBA, SHMIS
At the Annual General Meeting in 2007	AGBIS and HMC