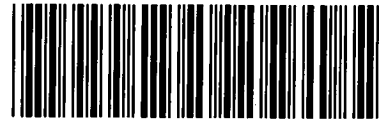


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The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

HMC – The Heads' Conference

Company No: 00101760



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

The Companies Act 2006

Company Limited by Guarantee without Share Capital

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The Companies Act 2006

Company Limited by Guarantee without Share Capital

Articles of Association of HMC - The Heads' Conference

PART I - COMPANY STATUS AND CAPACITY

OBJECTS AND POWERS

1. Objects

1.1 The object of the Conference is that it shall serve, represent and support its members and exemplify excellence in education for children and young people by (without limitation):

1.1.1 supporting and representing members in their capacity as heads of HMC schools;

1.1.2 helping members and their schools grow and develop;

1.1.3 promoting and protecting the independence of HMC schools;

1.1.4 encouraging and sharing innovation in HMC independent schools and more widely;

1.1.5 promoting the discussion of national and international educational issues; and

1.1.6 influencing policy and public opinion with regard to the independent schools sector.

2. Powers

The Conference has power to do anything which helps to promote its objects. For the avoidance of doubt (and without limit) it may:

Manage its finances

2.1 raise funds;

2.2 borrow money (including, without limit, for the purposes of investment or raising funds);

2.3 accept or disclaim gifts (of money and/or other property);

2.4 lend money and give credit to, take security for such loans or credit, and guarantee or give security for the performance of contracts by, any person or company;

2.5 invest money not immediately required for its purposes in or upon any investments, securities, or property;

2.6 set aside funds for particular reasons, or as reserves;

2.7 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;

2.8 give guarantees or other security for the repayment of money borrowed, for a grant, or for the discharge of an obligation; and

- 2.9 pay out of the funds of the Conference the costs of forming and registering the Conference;

Manage its property affairs

- 2.10 dispose of, or deal with, all or any of its property;
- 2.11 acquire or rent property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 2.12 arrange for investments or other property of the Conference to be held in the name of a nominee or nominees (and pay any reasonable fee for this);
- 2.13 impose (revocable or irrevocable) restrictions on the use of any property of the Conference;
- 2.14 incorporate and acquire subsidiary companies; and
- 2.15 insure the property of the Conference against any foreseeable risk and take out other insurance policies as are considered necessary by the Board of Directors to protect the Conference;

Work with other organisations

- 2.16 establish and support (or aid in the establishment and support of) any other organisations, execute charitable and other trusts and subscribe, lend or guarantee money or property;
- 2.17 become a member, associate or affiliate of or act as trustee or director or appoint trustees or directors of any other organisation;
- 2.18 co-operate with charities, voluntary bodies, statutory authorities and other associations engaged or interested in educational matters and exchange information and advice with them; and
- 2.19 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;

Represent members

- 2.20 represent the views of members and their schools on matters affecting education, for example with the government and other relevant bodies;
- 2.21 foster the professional training and development of heads of schools and their teachers and other staff;
- 2.22 procure and circulate among members of the Conference information on matters relating to or affecting education, teaching, examinations and education organisations;
- 2.23 establish and recommend to members sound codes of practice on the admission and transfer of pupils and other matters;
- 2.24 undertake, either alone or in conjunction with others, the settlement of disputes, differences and questions arising between members in their capacity as heads and other persons or bodies;

- 2.25 initiate and promote or oppose measures, legislative or administrative, in Parliament or elsewhere;
- 2.26 take part in or send delegates to meetings and conferences, and appoint members of associations, committees and other bodies;
- 2.27 provide for the holding of inspections as appropriate, whether for membership of the Conference or by way of consultancy;
- 2.28 communicate with universities and other institutions of higher education, the Armed Services, industry and other outside bodies or concerns;
- 2.29 provide facilities for meeting together and the exchange of ideas between heads, assistant teachers, parents, governors and other officers of schools; and
- 2.30 act as governors, trustees or managers of any property, endowment, legacy, bequest or gift for educational purposes which may be lawfully vested in the Conference, and to apply donations and benefactions from time to time made or received;

Manage its day-to-day operations

- 2.31 subject to Article 3 (Limitation on private benefit):
 - 2.31.1 engage and remunerate staff and advisers;
 - 2.31.2 make reasonable provision for the payment of pensions and other benefits to or on behalf of employees and their spouses and dependants; and
 - 2.31.3 enter into compromise and settlement arrangements with them;
- 2.32 alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations; and
- 2.33 to the fullest extent permitted by law, provide indemnity insurance for:
 - 2.33.1 the Directors; and
 - 2.33.2 officers who are not on the Board of Directors, subject to such conditions as the Board of Directors shall determine.

LIMITATION ON PRIVATE BENEFIT

3. Limitation on private benefit

The general rule

- 3.1 The Conference's income and property may only be applied to promote its objects.

3.2 Except as set out in Article 3.3:

3.2.1 no part of the Conference's income or property may be paid or transferred to any of the Conference's members, whether directly or indirectly, by way of dividend, bonus or otherwise by way of profit; and

3.2.2 no Director, or person Connected to them, may:

- (a) sell goods, services or any interest in land to the Conference;
- (b) be employed by, or receive any remuneration from, the Conference, with the exception of any member of staff who is permitted under these Articles to also act as a Director (and any independent Director appointed under Article 11.1.8);
- (c) buy any goods or services from the Conference on terms preferential to those applicable to members of the public; or
- (d) receive any other financial benefit from the Conference (that is, a benefit, direct or indirect, which is either money or has a monetary value);

Exceptions to the general rule

3.3 Article 3.2 does not prohibit:

3.3.1 an Authorised Benefit;

3.3.2 a benefit to a person in their capacity as a beneficiary of the Conference (including, for the avoidance of doubt, the gratuitous distribution or sale at a discount to beneficiaries or members of any publications or other educational materials or software, whether published by the Conference or otherwise, relating to any or all of the objects);

3.3.3 the payment of reasonable expenses properly incurred by a Director or Connected Person when acting on behalf of the Conference; or

3.3.4 any other payment, benefit or action which is authorised by a court of law.

Authorised Benefits

3.4 The following are Authorised Benefits:

3.4.1 A member, Director or Connected person may receive:

- (a) reasonable and proper remuneration for any goods or services supplied to the Conference;
- (b) reasonable and proper rent for premises let to the Conference; and/or
- (c) a reasonable and proper rate of interest on money lent to the Conference.

3.4.2 Additionally:

- (a) the Conference may pay reasonable and proper premiums in respect of indemnity insurance, as permitted under Article 2.33; and

- (b) a Director or other officer of the Conference may receive payment under an indemnity from the Conference in accordance with the indemnity provisions set out at Article 5.

Application to subsidiary companies

- 3.5 In Articles 3.3 and 3.4, a reference to the Conference should be interpreted as including any Subsidiary Company of the Conference (in which case, cross-references to particular Articles should instead be interpreted as referring to the governing document of that Subsidiary Company).
- 3.6 Article 18 (Conflicts) applies where benefits are to be received under this Article.

LIMITATION OF LIABILITY AND INDEMNITY

4. Liability of Full Members

The liability of Full Members is limited. Each Full Member agrees, if the Conference is wound up while they are a Full Member (or within one year after they cease to be a Full Member), to pay up to £1 towards:

- 4.1 payment of the Conference's debts and liabilities contracted before they ceased to be a Full Member;
- 4.2 payment of the costs, charges and expenses of winding up; and
- 4.3 adjustment of the rights of the contributors among themselves.

5. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled:

- 5.1 every Director of the Conference shall be indemnified out of the assets of the Conference in relation to any liability incurred by them in that capacity but only to the extent permitted by the Companies Acts; and
- 5.2 every other officer of the Conference may be indemnified out of the assets of the Conference in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Companies Acts.

WINDING UP

6. Winding up

- 6.1 At any time before, and in expectation of, the winding up or dissolution of the Conference, the Full Members or, subject to any resolution of the Full Members, the Board of Directors, may resolve that any net assets of the Conference after all its debts and liabilities have been paid, or provision made for them, shall on the winding up or dissolution of the Conference be applied or transferred in any of the following ways:
- 6.1.1 directly for the objects of the Conference; or
- 6.1.2 to any institution or institutions:

- (a) for objects similar to the objects of the Conference; or
- (b) for use for particular objects that fall within the objects of the Conference.

6.2 In no circumstances shall the net assets of the Conference be paid to or distributed among the Full Members or any other members of the Conference under this Article 6.

PART II – BOARD OF DIRECTORS

THE ROLE OF THE BOARD OF DIRECTORS

7. Management of the Conference's business

Unless the Articles provide otherwise, the Board of Directors are responsible for managing the Conference's business. When doing so, they may exercise all the powers of the Conference.

8. Ability to delegate

8.1 Unless the Articles provide otherwise, the Board of Directors may delegate:

8.1.1 any of their powers or functions to any committee and to the Council; and

8.1.2 the implementation of their decisions, or the day-to-day management of the Conference's affairs, to any person or committee (including the Council).

8.2 The Board of Directors may delegate by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think appropriate. They may allow those to whom a responsibility has been delegated to delegate further; and may change or terminate the delegation arrangements at any time.

Delegating to a committee or to the Council

8.3 When delegating to a committee or to the Council, the Board of Directors must confirm:

8.3.1 the composition of that committee or Council (although they may permit the committee and/or Council to co-opt its own additional members, up to a specified number);

8.3.2 how the committee or Council will report regularly to the Board of Directors; and

8.3.3 any other regulations relating to the functioning of the committee or Council (which may be set out in rules).

8.4 No committee nor the Council shall knowingly incur expenditure or liability on behalf of the Conference except where authorised by the Board of Directors or in accordance with a budget which has been approved by the Board of Directors.

Appointing agents

8.5 The Board of Directors may (by power of attorney or otherwise) appoint any person to be the agent of the Conference for such purposes and on such conditions as they decide.

9. Rules of the Conference

9.1 Directors representing not less than a two-thirds majority may from time to time make, repeal, alter or add to such rules as they think fit as to the management of the Conference and its affairs, provided the Directors have first consulted with the Council on the matter. The rules shall be binding on all members of the Conference. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

- 9.2 The rules may regulate the following matters but are not restricted to them:
- 9.2.1 The conduct of business (of the Board of Directors, divisions, Council and committees of the Board of Directors and the Council) and meetings (including any arrangements for Remote Attendance);
 - 9.2.2 codes of conduct for members, the Council or Board of Directors;
 - 9.2.3 the criteria for membership, the admission and suspension of members of the Conference, the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;
 - 9.2.4 the appointment of members, Directors and Council members;
 - 9.2.5 the composition and functions of Council;
 - 9.2.6 the composition and functions of committees;
 - 9.2.7 the duties of officers and employees of the Conference;
 - 9.2.8 any of the matters or things within the powers or under the control of the Board of Directors; and
 - 9.2.9 generally, all such matters as are commonly the subject matter of company rules.

APPOINTMENT AND RETIREMENT ETC. OF DIRECTORS

10. Minimum and Maximum number of Directors

- 10.1 The Conference shall have no fewer than three and no more than twelve Directors.

11. Composition of the Board of Directors

- 11.1 The Board of Directors shall comprise:
- 11.1.1 the Chair-Elect;
 - 11.1.2 the Chair for the time being of the Conference;
 - 11.1.3 the Vice-Chair being the immediate past Chair;
 - 11.1.4 the Treasurer;
 - 11.1.5 if the Council so decides, the General Secretary (ex-officio);
 - 11.1.6 if the Council so decides, the director of Finance and Operations (ex-officio);
 - 11.1.7 up to four other Directors; who are Full Members, appointed by the Council; and
 - 11.1.8 if the Council so decides, up to two additional Directors (who shall not be members of the Conference).

12. Appointment and retirement of Directors

- 12.1 Subject to this Article 12, each Director shall hold office for a term of three years (on condition that they would not be disqualified under Article 13) and shall be elected or appointed in accordance with the process set out in the rules.
- 12.2 The Chair-Elect (Article 11.1.1) shall be elected by, and from, the Full Members and serve on the Board of Directors for three years: as Chair-Elect in their first year, as Chair in their second year and as Vice-Chair in their third year.
- 12.3 The Treasurer (Article 11.1.4) shall be elected by the Full Members for a three year term, renewable for one further three year term.
- 12.4 Up to four other Directors (Article 11.1.7) who are Full Members may be appointed by the Council.
- 12.5 Up to two additional Directors who are not members of the Conference (Article 11.1.8) may be appointed by the Council on the recommendation of the Board of Directors (and in so doing, regard shall be had to the skills and experience required for the Board of Directors).

Casual vacancies

- 12.6 Subject to Article 12.7, the Board of Directors may co-opt a person who is willing to act as a Director in order to fill a casual vacancy, who shall only hold office until the earlier of:
- 12.6.1 the one-year anniversary following their co-option to fill the casual vacancy; and
- 12.6.2 the date on which a new Director is appointed or elected to the relevant office in accordance with Articles 12.1 to 12.5 above (as applicable).
- 12.7 If a vacancy arises in the office of Chair, Vice-Chair or Chair-Elect before their term of office expires, the Board of Directors may co-opt any person (provided they are willing to act), including, for the avoidance of doubt, any of the existing Directors, to fill the casual vacancy. That person shall only hold office until the earlier of:
- 12.7.1 the date on which the Chair, Vice-Chair or Chair-Elect (as appropriate) in whose place they are co-opted would have held office had it not been vacated; and
- 12.7.2 the date on which a new Chair, Vice-Chair or Chair-Elect (as appropriate) is elected by, and from, the Full Members.

Retirement of Directors and maximum term in office

- 12.8 With the exception of the Chair-Elect, Chair and Vice-Chair, retiring Directors may be re-elected or re-appointed for a further term of office. Nothing in this Article 12.8 shall prevent a Director from being elected or appointed to the Board of Directors in another capacity for the year following that in which they cease to be a Director, provided that no Director shall serve for more than nine years consecutively (in whatever capacity). Once a Director has served nine consecutive years in office, they shall retire from office (unless the Council decides that they should be permitted to complete their current term of office) and shall be ineligible for re-appointment or re-election for a further term, until they have taken a break from office for at

least one year. For the avoidance of doubt, time spent in office to fill a casual vacancy shall not count for the purposes of this Article 12.8 to calculate a Director's maximum term in office.

- 12.9 If the retirement of a Director causes the minimum number of Directors to fall below that set out in Article 10.1 then the retiring Director shall remain in office until a new appointment is made.

Minimum age

- 12.10 No one may be appointed as a Director unless they have reached the age of 18 years.

13. Disqualification and removal of Directors

A Director ceases to hold office if:

- 13.1 they cease to be a Director, or become prohibited from being a Director, by law;
- 13.2 the Board of Directors reasonably believes that the Director has become physically or mentally incapable of managing their own affairs and they resolve that they are removed from office;
- 13.3 they notify the Conference in writing that they are resigning from office, and any period of time specified in such notice has passed (but only if at least a quorum of Directors will remain in office when such resignation has taken effect);
- 13.4 the Director fails to attend three consecutive meetings of the Board of Directors and the Board of Directors resolves that they be removed for this reason;
- 13.5 at a general meeting of the Conference, a resolution is passed that the Director be removed from office, provided the meeting has invited their views and considered the matter in the light of such views;
- 13.6 the Director is removed in accordance with the procedure (if any) set out in rules made by the Board of Directors from time to time;
- 13.7 the Director ceases to meet the criteria for their appointment to the Board of Directors, such as ceasing to hold an ex-officio role; or
- 13.8 they cease to be a member of the Council.

HOW THE BOARD OF DIRECTORS MAKE DECISIONS

14. The Board of Directors must take decisions collectively

Any decision of the Board of Directors must be either:

- 14.1 a decision of a majority of the Board of Directors present and voting at a quorate Directors' meeting (subject to the casting vote described in Article 16.6); or
- 14.2 a unanimous decision taken in accordance with Article 17.

15. Calling a meeting of the Board of Directors

15.1 The Chair or any two Directors may call a meeting of the Board of Directors or instruct the Secretary (if any) to do so.

15.2 A meeting of the Board of Directors must be called by at least four 'Clear Days' notice unless all the Directors agree otherwise, or urgent circumstances require shorter notice. The person scheduling the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Directors as practicable are likely to be available to participate.

15.3 Notice of meetings of the Board of Directors must be given to each Director by such means as the Board of Directors decide. Such notice does not need to be in writing, but must specify:
15.3.1 the day and time of the meeting;

15.3.2 the time and place where all the Board of Directors may physically attend the meeting (if there is to be such a place);

15.3.3 the general nature of the business to be considered at the meeting; and

15.3.4 if it is anticipated that Directors participating in the meeting will not be in the same physical place, how it is proposed that they should communicate with each other during the meeting.

16. Procedure for meetings of the Board of Directors

Quorum

16.1 The Board of Directors cannot conduct any business at a Board of Directors' meeting unless a quorum is participating. However, if the total number of Directors for the time being is less than the quorum required, the Board of Directors may still act to co-opt further Directors (Articles 12.6 to 12.7 (inclusive)).

16.2 The Board of Directors may decide the quorum from time to time, but it must never be less than three.

Virtual / hybrid meetings are acceptable

16.3 Meetings do not need to take place in one physical place. Directors participate in (and form part of the quorum in relation to) a meeting of the Board of Directors, or part of a meeting of the Board of Directors, when they can contemporaneously communicate with each other by any means. If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Chair and casting vote

16.4 The Chair, if any, or in their absence, the Vice-Chair, or in their absence, the Chair-Elect shall preside as chair of each meeting of the Board of Directors.

16.5 If neither the Chair, the Vice-Chair nor the Chair-Elect is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting.

- 16.6 If the numbers of votes for and against a proposal at a meeting of the Board of Directors are equal, and the chair of the meeting is eligible to vote at the meeting, they will have a casting vote in addition to any other vote they may have.

Attendance and speaking by non-Directors

- 16.7 The chair of the meeting may permit other persons who are not Directors of the Conference (or otherwise entitled to exercise the rights of Directors in relation to meetings of the Board of Directors) to attend and speak at a meeting of the Board of Directors, including the General Secretary and the director of Finance and Operations.

17. Unanimous decisions without a meeting

- 17.1 A decision is taken in accordance with this Article 17 when all of the Directors indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Board of Directors cannot rely on this Article to make a decision if one or more of the Directors has a conflict of interest which, under Article 18, results in them not being entitled to vote.

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

- 17.3 A decision which is made in accordance with this Article 17 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

- 17.3.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;

- 17.3.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors (by any means) whether the resolution has been formally approved by the Board of Directors in accordance with this Article 17.3;

- 17.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

- 17.3.4 the Recipient must prepare a minute of the decision in accordance with Article 47 (minutes).

18. Conflicts

Declaration of interests

- 18.1 A Director must declare the nature and extent of:

- 18.1.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the Conference; and

- 18.1.2 any duty, or any direct or indirect interest, which they have which conflicts or may conflict with the interests of the Conference or their duties to the Conference.

Involvement in decision-making

- 18.2 A Director's entitlement to participate in decision-making in relation to a matter depends on whether:
- 18.2.1 their situation could reasonably be regarded as likely to give rise to a conflict of interest or duties in respect of the Conference (a "**Potential Conflict Situation**"); or
 - 18.2.2 their situation could not reasonably be regarded as likely to give rise to a conflict of interest or duties in respect of the Conference (a "**No Conflict Situation**").
- Any uncertainty about whether a situation is a Potential Conflict Situation or a No Conflict Situation in relation to a matter shall be decided by a majority decision of the other Directors taking part in the relevant decision.
- 18.3 A Director in a No Conflict Situation can participate in the decision-making process, be counted in the quorum and vote in relation to the relevant matter.
- 18.4 A Director in a Potential Conflict Situation can participate in the decision-making process, be counted in the quorum and vote in relation to the relevant matter; unless:
- 18.4.1 a majority of the other Directors taking part in the relevant decision decide otherwise; or
 - 18.4.2 the decision could result in the Director or any person who is Connected with them receiving a benefit. The following benefits are not counted for the purposes of this Article:
 - (a) any benefit received by any person in their capacity as a beneficiary of the Conference (see Article 3.3.2) which is available generally to the beneficiaries of the Conference;
 - (b) the payment of premiums in respect of indemnity insurance (see Article 3.4.2(a));
 - (c) payment under the indemnity in Article 5;
 - (d) reimbursement of expenses (see Article 3.3.3); or
 - (e) any benefit authorised by the court under Article 3.3.4, so long as any conditions accompanying that authorisation are complied with;
- in which case Article 18.5 applies to the decision.
- 18.5 If this Article 18.5 applies, the relevant Director must:
- 18.5.1 take part in the relevant decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;
 - 18.5.2 not be counted in the quorum for that part of the process; and
 - 18.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Conference

18.6 Where a Director or person Connected with them has a conflict of interest or conflict of duties and the Director has complied with their obligations under these Articles in respect of that conflict:

18.6.1 the Director shall not be in breach of their duties to the Conference by withholding confidential information from the Conference if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and

18.6.2 the Director shall not be accountable to the Conference for any benefit expressly permitted under these Articles which they or any person Connected with them derives from any matter or from any office, employment or position.

19. **Validity of Director actions**

All acts done by a person acting as a Director shall be valid, notwithstanding that it is afterwards discovered that there was a defect in their appointment, or that they were disqualified from holding office or had vacated office, or that they were not entitled to vote on the matter in question.

PART III - MEMBERS

BECOMING AND CEASING TO BE A MEMBER

20. Becoming a Full Member

20.1 The Board of Directors may admit Full Members or establish a procedure for their admission.

20.2 A Full Member shall be a member of the Conference for the purposes of the Companies Acts and shall be entered in the Conference's register of members. Full Members shall be voting members. Except for the subscribers to the Memorandum and those persons in Article 20.4, no person may become a Full Member of the Conference unless:

20.2.1 they are the head of a school in the British Isles that meets all the criteria set out in membership requirement rules made from time to time by the Board of Directors;

20.2.2 they have applied for membership as a Full Member; and

20.2.3 the Board of Directors has either approved the application or established a procedure by which the application is approved.

20.3 The Board of Directors may in its absolute discretion decline to accept any person as a Full Member (whether or not they meet any criteria prescribed under Article 20 or the rules), and does not need to give reasons for this.

20.4 Subject to Article 21 (except Articles 21.2.5 and 21.2.7), any person who was a Full Member as at the date of adoption of these Articles of Association shall continue to be a Full Member (regardless of whether they meet the criteria set out in Articles 20.2.1 to 20.2.3), provided they continue to be the head of the school of which they were a head when applying to be a Full Member of the Conference.

21. Suspending and ending Full Membership

21.1 The Conference may suspend a Full Member from membership of the Conference for such period of time as it considers appropriate (in accordance with such procedure and on such terms as set out in rules made by the Directors from time to time).

21.2 A person shall cease to be a Full Member if:

21.2.1 they die;

21.2.2 they give at least seven days' written notice to the Conference that they intend to withdraw as a Full Member, and that period of notice has elapsed;

21.2.3 the annual subscription payable by the Full Member to the Conference is not paid within two successive years of the due date and remains unpaid thirty days after notice served on the Full Member by the Conference informing them that they will be removed from membership if it is not paid. The Board of Directors may re-admit as a Full Member any person removed from Full Membership on this ground on them paying such reasonable sum as the Board of Directors may decide;

- 21.2.4 the Full Member fails to attend any meetings of the Full Members or of their division for 24 consecutive calendar months and the Board of Directors resolve that they be removed for this reason;
- 21.2.5 they cease to be the head of the school of which they were a head when applying to be a Full Member of the Conference, or the school they are a head of fails to meet the criteria set out in these Articles and the rules. On appointment as head of a different school, they may apply for re-admission as a Full Member of the Conference if they meet the criteria (if any) set out in these Articles and the rules;
- 21.2.6 at a meeting of the Board of Directors at which at least half of the Directors are present, a resolution is passed resolving that the Full Member be removed as a Full Member on the ground that it is in the best interests of the Conference that their membership is terminated. Such a resolution may not be passed unless the Full Member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board of Directors; or
- 21.2.7 they fail to meet the membership criteria for a Full Member (if any) set out in the rules.

22. Subscriptions

- 22.1 The Board of Directors may at their discretion levy subscriptions on Full Members of the Conference at such rate or rates as they shall decide. A former Full Member remains liable for any unpaid subscriptions accrued while they were a Full Member of the Conference.
- 22.2 No Full Member shall be entitled to vote at any general meeting or on any written resolution unless all monies presently payable by them to the Conference have been paid.

23. Additional Members

- 23.1 The Conference shall have the following Additional Members:
 - 23.1.1 international members (open to heads of independent schools overseas);
 - 23.1.2 associate members (open to heads of maintained and other state-funded schools and key individuals in the world of education);
 - 23.1.3 affiliate members (open to heads of schools in foundations or all-through schools led by an overarching principal or CEO (who is a Full Member)); and
 - 23.1.4 at the discretion of the Board of Directors, honorary members and any other categories of Additional Members.
- 23.2 Additional Members are not members of the Conference for the purposes of the Companies Acts (and so shall not be entered in the register of members) and shall have no voting rights.
- 23.3 The Board of Directors may establish additional criteria, and shall establish and may amend and rescind the rights, benefits, professional standards and obligations (including liability for subscriptions) applicable to Additional Members.

- 23.4 The Board of Directors may admit, suspend and remove any Additional Members in accordance with any procedure set from time to time.

24. Divisions

- 24.1 Members (including international members but excluding honorary members) shall be divided into divisions to be determined from time to time by the Board of Directors in consultation with the Council.

ORGANISATION OF GENERAL MEETINGS

25. Annual general meetings

- 25.1 Subject to Article 37, the Conference must hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.
- 25.2 The annual general meeting shall be held in accordance with such arrangements as are made by the Board of Directors.

26. General meetings

- 26.1 The Board of Directors may call a general meeting at any time.
- 26.2 The Board of Directors must call a general meeting if required to do so by the Full Members under the Companies Acts.

27. Notice of general meetings

Length of notice

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

Contents of notice

- 27.2 A notice calling a general meeting must specify the following information, insofar as required by the Companies Acts:
- 27.2.1 the day, time and place of the meeting; and
- 27.2.2 the general nature of the business to be transacted.
- 27.3 If a special resolution is to be proposed, the notice must include the full text of the proposed resolution and specify that it is proposed as a special resolution.

27.4 In every notice calling a meeting of the Conference there must appear with reasonable prominence a statement informing the Full Member of their rights to appoint another person as their proxy at a meeting of the Conference.

27.5 If the Conference gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by electronic means to that Address (subject to any conditions or limitations specified in the notice).

Service of notice

27.6 Notice of general meetings must be given to every Full Member, to the Board of Directors, to the Council and to the auditors of the Conference.

28. Attendance and speaking at general meetings

28.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

28.2 A person is able to exercise the right to vote at a general meeting when:

28.2.1 that person is able to vote on any resolutions put to the vote at the meeting; and

28.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

28.3 In determining attendance at a general meeting, it is irrelevant whether any two or more Full Members attending it are in the same physical location as each other.

28.4 Two or more persons who are not in the same physical location as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

28.5 The Board of Directors may make such lawful arrangements as they see fit in respect of physical attendance and/or Remote Attendance at a general meeting. The entitlement of any person to attend and participate in a general meeting shall be subject to such arrangements.

28.6 When the Board of Directors have made arrangements to facilitate Remote Attendance:

28.6.1 the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:

(a) a person attending a general meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and

(b) references in these Articles to the place of a general meeting shall be treated as references to the place specified as such in the notice of general meeting;

28.6.2 the Board of Directors must ensure that the notice of the meeting includes details of the arrangements for Remote Attendance, and any relevant restrictions, in addition to any other information required by the Companies Acts;

28.6.3 the arrangements must specify:

(a) how those attending by Remote Attendance may communicate with the meeting, for example by using an electronic platform to communicate with the chair and/or others attending the meeting in writing;

(b) how those attending by Remote Attendance may vote;

28.6.4 Insofar as not disapplied by any arrangements made under Article 28.5:

(a) the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Board of Directors, who must give the Full Members as much notice as practicable of the change;

(b) in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting if in their view this is necessary or expedient for the efficient conduct of the meeting;

(c) under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by the Conference) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.

29. Quorum for general meetings

29.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

29.2 The quorum shall be thirty Full Members present in person or by proxy entitled to vote on the business to be transacted (on condition that at least two individuals must be in attendance).

29.3 If both a Full Member and their proxy are present at a general meeting, only the Full Member shall be counted in the quorum.

29.4 If a quorum is not present within half an hour from the time appointed for the meeting (or such longer time as is decided by the chair of the meeting), or a quorum ceases to be present during the meeting:

29.4.1 where the meeting has been called by requisition of the Full Members under the Companies Acts, it shall be dissolved; or

29.4.2 otherwise, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place (and with such arrangements for Remote Attendance (if any)) as the Board of Directors may

decide, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

30. Chairing general meetings

- 30.1 The Chair (if any) or in their absence, the Vice-Chair, or in their absence, the Chair-Elect, shall preside as chair of every general meeting.
- 30.2 If neither the Chair, the Vice-Chair nor the Chair-Elect is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, they shall be chair of the meeting.

31. Attendance and speaking by Directors and Additional Members

- 31.1 Directors may attend and speak at general meetings, whether or not they are Full Members.
- 31.2 The chair of the meeting may permit other persons who are not Full Members of the Conference (or otherwise entitled to exercise the rights of Full Members in relation to general meetings) to attend and speak at a general meeting, including Additional Members.

32. Adjournment

- 32.1 The chair of the meeting may adjourn a general meeting at which a quorum is present:
 - 32.1.1 with the consent of the meeting;
 - 32.1.2 in the event of technical failure under Article 28.6.4(b); or
 - 32.1.3 if it appears to the chair that adjournment is necessary to protect the safety of any person attending the meeting or to ensure the business of the meeting is conducted in an orderly manner.
- 32.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 32.3 When adjourning a general meeting, the chair of the meeting must:
 - 32.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board of Directors; and
 - 32.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 32.4 If the meeting is to continue more than 14 days after it was adjourned, the Conference must give at least 7 Clear Days' notice of it:
 - 32.4.1 to the same persons to whom notice of the Conference's general meetings is required to be given; and
 - 32.4.2 containing the same information which such notice is required to contain.
- 32.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

33. Voting at general meetings

- 33.1 A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

Voting rights

- 33.2 Where a vote is carried out by a show of hands, the following persons have one vote each:

- 33.2.1 each Full Member present in person; and

- 33.2.2 (subject to Article 36.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution,

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

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

- 33.3.1 every Full Member present in person; and

- 33.3.2 every Full Member present by proxy (subject to Article 36.3).

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

- 33.5 This Article 33 is subject to Article 22.2 (voting rights where there are unpaid subscriptions).

Saving provisions

- 33.6 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chair of the meeting whose decision is final.

- 33.7 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

- 33.7.1 has or has not been passed; or

- 33.7.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 47 is also conclusive evidence of that fact without such proof.

34. Poll voting: further provisions

Process for demanding a poll

34.1 A poll on a resolution may be demanded:

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

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

34.2 A poll may be demanded by:

34.2.1 the chair of the meeting;

34.2.2 the Board of Directors;

34.2.3 two or more persons having the right to vote on the resolution;

34.2.4 any person who holds two or more votes; or

34.2.5 a person or persons representing not less than one tenth of the total voting rights of all the Full Members having the right to vote on the resolution.

34.3 A demand for a poll may be withdrawn, if the poll has not yet been taken, and with the consent of the chair of the meeting.

Procedure on a poll

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

34.5 The chair of the meeting may appoint scrutineers (who need not be Full Members) and decide how and when the result of the poll is to be declared.

34.6 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

34.7 A poll to elect a chair of the meeting, or concerning the adjournment of the meeting, must be taken immediately. Other polls must be taken within 30 days of their being demanded. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

34.8 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

34.9 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

35. **Proxies**

Power to appoint

- 35.1 A Full Member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and speak and vote at a meeting of the Conference. A proxy must vote in accordance with any instructions given by the Full Member by whom the proxy is appointed.

Manner of appointment

- 35.2 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:
- 35.2.1 states the name and address of the Full Member appointing the proxy;
- 35.2.2 identifies the person appointed to be that Full Member's proxy and the general meeting in relation to which that person is appointed;
- 35.2.3 is signed by or on behalf of the Full Member appointing the proxy, or is authenticated in such manner as the Board of Directors may decide; and
- 35.2.4 is delivered to the Conference in accordance with the Articles and any instructions included with the notice of the general meeting to which they relate.
- 35.3 The Conference may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.
- 35.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 35.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 35.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 35.5.2 appointing that person as a proxy in relation to any adjournment or postponement of the general meeting to which it relates as well as the meeting itself.

36. **Delivery of Proxy Notices**

- 36.1 A Proxy Notice may be delivered (including by electronic means) in accordance with any instructions included with the notice of general meeting to which it relates. It must be received by the Conference in accordance with the following timing requirements:

(a) Where the proxy appointment relates to a poll, which is not to be taken at the meeting, but is to be taken 48 hours or less after it was demanded.	The Proxy Notice must be: <ol style="list-style-type: none">1. delivered in accordance with paragraph (c) below; or2. given to the chair, Secretary or any Director at the meeting (including an adjourned or postponed meeting) at which the poll was demanded.
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(b) Where the proxy appointment relates to a poll, which is to be taken more than 48 hours after it was demanded.	The Proxy Notice must be received 24 hours before the time appointed for taking the poll.
(c) In all other circumstances.	The Proxy Notice must be received 48 hours before the meeting, adjourned meeting or postponed meeting to which it relates.

36.2 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48-hour and 24-hour periods referred to in this Article 36.

36.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Conference by or on behalf of that person.

36.4 The appointment of a proxy may be revoked by delivering to the Conference a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given. It must be delivered before the start of the meeting or adjourned meeting to which it relates; or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

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

37. **Power to delay or postpone general meetings**

37.1 The Board of Directors may suspend the requirement to hold an annual general meeting within the time limits specified in Article 25.1 for a particular calendar year, if they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. Such a decision must be kept under regular review and communicated to Full Members. Insofar as required in light of the delay, they must make appropriate arrangements to deal with any business usually dealt with at the meeting (including to make suitable and reasonable arrangements for Director retirements and appointments, which when resolved upon and communicated to the Full Members shall be binding in place of the relevant arrangements in Article 12).

37.2 The Board of Directors may postpone a general meeting if, after the notice of meeting (or adjourned meeting) is sent, but before the meeting (or adjourned meeting) is held, they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. The Board of Directors must then provide such notice of the date, time and place (and any Remote Attendance details) of the postponed meeting and any such other information as they shall determine. No business shall be dealt with by the postponed meeting that could not have been dealt with if it had not been postponed.

38. Amendments to resolutions

38.1 An ordinary resolution to be proposed at a general meeting may be amended by a further ordinary resolution if:

38.1.1 notice of the proposed amendment is given to the Conference in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

38.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

38.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

38.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

38.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

38.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

39. Written resolutions

General

39.1 Subject to this Article 39 a written resolution agreed by:

39.1.1 Full Members representing a simple majority; or

39.1.2 (in the case of a special resolution) Full Members representing not less than 75%;

of the total voting rights of eligible Full Members shall be effective.

39.2 On a written resolution each Full Member shall have one vote.

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

39.4 A Full Members' resolution under the Companies Acts removing a Director or auditor before the expiry of their term of office may not be passed as a written resolution.

Circulation

39.5 A copy of the proposed written resolution must be sent to every eligible Full Member together with a statement informing the Full Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse.

- 39.6 In relation to a resolution proposed as a written resolution of the Conference the eligible Full Members are the Full Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 39.7 The required majority of eligible Full Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 39.8 Communications in relation to written resolutions must be sent to the Conference's auditors in accordance with the Companies Acts.

Signifying agreement

- 39.9 A Full Member signifies their agreement to a proposed written resolution when the Conference receives from them (or from someone acting on their behalf) an authenticated document:
- 39.9.1 identifying the resolution to which it relates; and
- 39.9.2 indicating the Full Member's agreement to the resolution.
- 39.10 For the purposes of Article 39.9:
- 39.10.1 a document sent or supplied in hard copy form is sufficiently authenticated if it is signed by the person sending or supplying it; and
- 39.10.2 a document sent or supplied in electronic form is sufficiently authenticated if:
- (a) the identity of the sender is confirmed in a manner specified by the Conference; or
 - (b) where no such manner has been specified by the Conference, if the communication contains or is accompanied by a statement of the identity of the sender and the Conference has no reason to doubt the truth of that statement.
- 39.11 If the Conference gives an electronic Address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by electronic means to that Address (subject to any conditions or limitations specified in the document).

PART IV – THE COUNCIL

40. The Council

40.1 To promote its objects and to support the Board of Directors, the Conference shall have a representative body for the members, called the Council. Pursuant to Articles 7 and 8, the Council shall have such specific purposes, decision making procedures and appointment and retirement procedures as set out in the rules from time to time, including the power to appoint Directors.

40.2 The Council shall comprise:

40.2.1 the chair and secretary of each of the divisions from time to time (ex-officio);

40.2.2 the chair of each committee of the Council from time to time (ex-officio);

40.2.3 every Director; and

40.2.4 up to five other persons who need not be Full Members.

41. Appointment and retirement of Council members

41.1 Subject to Article 41.2, each Council member shall hold office for a term of two years (on condition that they would not be disqualified under the rules) and shall be elected or appointed in accordance with the procedure set out in the rules.

41.2 Ex-officio Council members shall remain on the Council until they cease to hold their ex-officio role.

42. Chair

42.1 The chair of the Council shall be the Chair for the time being of the Conference. In the Chair's absence, the Vice-Chair shall preside as chair of any Council meeting, and in the Vice-Chair's absence, the Chair-Elect shall preside as chair.

42.2 If neither the Chair, the Vice-Chair nor the Chair-Elect is present within fifteen minutes after the time appointed for holding the Council meeting and willing to act, the Council members present shall elect one of their number to chair the meeting.

42.3 If the numbers of votes for and against a proposal at a meeting of the Council are equal, and the chair of the meeting is eligible to vote at the meeting, they will have a casting vote in addition to any other vote they may have.

43. Committees of the Council

43.1 Pursuant to any terms of delegation made pursuant to Article 8 and the rules, the Council may delegate:

43.1.1 any of their delegated powers or functions to any committee of the Council; and

- 43.1.2 the implementation of their decisions, or the day-to-day management of their affairs, to any person or committee.
- 43.2 Pursuant to any terms of delegation made pursuant to Article 8 and the rules , the Council may delegate by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think appropriate. They may allow those to whom a responsibility has been delegated to delegate further; and may change or terminate the delegation arrangements at any time.
- 43.3 When delegating to a committee, pursuant to any terms of delegation made pursuant to Article 8 and the rules the Council must confirm:
 - 43.3.1 the composition of that committee (although they may permit the committee to co-opt its own additional members, up to a specified number);
 - 43.3.2 how the committee will report regularly to the Council; and
 - 43.3.3 any other regulations relating to the functioning of the committee.
- 43.4 No committee shall knowingly incur expenditure or liability on behalf of the Conference except where authorised by the Board of Directors or in accordance with a budget which has been approved by the Board of Directors.

PART V - ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

44. Communications by the Conference

General rule

- 44.1 The Conference may send or supply any documents, notices, information or other material to Full Members or Directors in the manner indicated in the first column below. They will be deemed received at the time specified in the second column below. This Article is subject to Article 44.2.

Method	Deemed delivery
(a) By hand	The day it was delivered.
(b) By post, in a prepaid envelope addressed to the recipient;	48 hours after posting, excluding any part of a day that is a Saturday, Sunday or Public Holiday.
(c) Sent by electronic means;	The day it was sent.
(d) Sent by making it available on a website; or	The day it was made available or (if later) the day the recipient was notified (or is deemed notified) that it was so available.
(e) Sent by other means authorised by the articles and the Companies Acts.	In accordance with any provisions in the relevant article or the Companies Acts.

Exceptions

- 44.2 The following exceptions apply:

- 44.2.1 where the Companies Act 2006 requires it, the requirements in that Act for the Conference to gain a person's consent (or deemed consent) must be complied with before method (c), (d) or (as applicable) (e) is used (or before relevant material is sent in electronic form by other means);
- 44.2.2 a Director may agree with the Conference that notices or documents concerning Director decision-making can be sent to them in a particular way (whether or not listed above); and that they may be deemed delivered sooner than would otherwise be the case under this Article;
- 44.2.3 a Full Member present in person, by proxy or authorised representative at a meeting of the Conference shall be deemed to have received notice of the meeting and the purposes for which it was called;
- 44.2.4 a Full Member who does not register a postal address with the Conference shall not be entitled to receive any notice from the Conference (while it may provide them, in its discretion and subject to these Articles and the Companies Acts); and

44.2.5 where any document or material has been sent or supplied by the Conference by electronic means and the Conference receives notice that the message is undeliverable:

- (a) if the material has been sent to a Full Member or Director and is notice of a general meeting of the Conference, the Conference is under no obligation to send a hard copy of the material to their postal address as shown in the Conference's register of members or Directors, but may in its discretion choose to do so;
- (b) in all other cases, if the document or material remains undeliverable by electronic means, the Conference shall send a hard copy of the material to the Full Member's postal address as shown in the Conference's register of members (if any), or in the case of a recipient who is not a Full Member, to the last known postal address for that person (if any); and
- (c) the date of service or delivery of the material shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

45. Secretary

A Secretary may be appointed by the Board of Directors on such terms as they see fit and may be removed by them. If there is no Secretary, the Board of Directors may make appropriate alternative arrangements.

46. Irregularities

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

47. Minutes

47.1 The Board of Directors must ensure minutes are made:

47.1.1 of all appointments of officers made by the Board of Directors;

47.1.2 of all resolutions of the Conference, the Council and of the Board of Directors (including, without limitation, decisions of the Board of Directors or Council made without a meeting); and

47.1.3 of all proceedings at meetings of the Conference, the Council and of the Board of Directors, and of committees of Board of Directors and Council, including the names of the Directors and Council members present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Board of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Full Member or Director of the Conference, be sufficient evidence of the proceedings.

48. Records and accounts

48.1 The Board of Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

48.1.1 annual reports;

48.1.2 annual statements of account; and

48.1.3 annual returns or confirmation statements.

48.2 Except as provided by law or authorised by the Board of Directors or an ordinary resolution of the Conference, no person is entitled to inspect any of the Conference's accounting or other records or documents merely by virtue of being a Full Member.

49. Interpretation

These Articles should be read and interpreted in accordance with Schedule 1.

50. Exclusion of model articles

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

Schedule 1 - Interpretation – Defined Terms

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

	Term	Meaning
1.1	"Additional Member"	has the meaning given in Article 23.1;
1.2	"Articles"	the Conference's articles of association;
1.3	"Board of Directors"	the company law Directors of the Conference;
1.4	"Chair"	has the meaning given in Article 12.2;
1.5	"Circulation Date"	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.6	"Clear Days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.7	"Companies Acts"	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Conference;
1.8	"Conference"	HMC - The Heads' Conference (registered company number 00101760);
1.9	"Connected"	means (excluding any Subsidiary Company): <ul style="list-style-type: none"> (a) a Director's parent, child, sibling, grandparent or grandchild; (b) the spouse or civil partner of a Director or another person described in paragraph (a); (c) a person carrying on business in partnership with a Director, or a person described in paragraph (a) or (b); (d) an institution controlled by a Director and/or one or more person(s) described in paragraph (a), (b), or (c); or (e) a body corporate in which a Director and/or one or more person(s)

described in paragraph (a), (b), or (c) have a substantial interest.

Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition.

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| 1.10 | “Director” and “Directors” | a company law director of the Conference, and includes any person occupying the position of director, by whatever name called; |
| 1.11 | “electronic form and electronic means” | have the meanings respectively given to them in Section 1168 of the Companies Act 2006; |
| 1.12 | “Financial Expert” | an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000; |
| 1.13 | “Full Member” | has the meaning given in Article 20.2; |
| 1.14 | “hard copy” and “hard copy form” | have the meanings respectively given to them in the Companies Act 2006; |
| 1.15 | “objects” | mean the objects of the Conference; |
| 1.16 | “Proxy Notice” | has the meaning given in Article 35; |
| 1.17 | “Public Holiday” | means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Conference is registered; |
| 1.18 | “Remote Attendance” | means remote attendance at a general meeting by such means as are approved by the Board of Directors in accordance with Article 28.5; |
| 1.19 | “Secretary” | the secretary of the Conference (if any); and |
| 1.20 | “Subsidiary Company” | any company in which the Conference holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company. |
2. Unless the context requires, references to “writing” and “document” should be interpreted (without limitation) as allowing for the transmission of information in electronic form. A reference to a “document” includes summons, notice, order or other legal process.
3. Subject to paragraph 4 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

4. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Conference.