

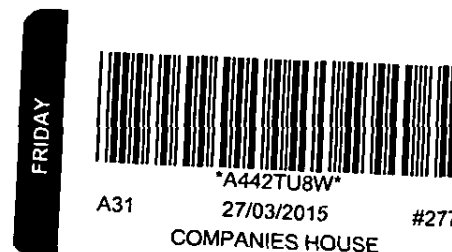
26 March 2015

Companies House
Crown Way
Cardiff
CF14 3UZ



COMPANIES ACT 2006 – SPECIAL RESOLUTIONS

Company number: 110692
Company name: St Swithun's School, Winchester



1 This letter provides details of two special resolutions agreed and passed by the above company

2 On the 13th day of October 2013 the following special resolutions were agreed and passed by the members

a To approve an amendment to Article 26 of the Articles of Association, by removing the following wording.

"A retiring member of the Council shall be eligible for re-election"

and inserting the following

"All retiring members shall be eligible for re-election but will not be permitted to stand for re-election on more than two occasions The office of an elected member of Council shall therefore be vacated, on completion of no more than ten years in post, unless invited by Council to extend for a specified period and for a specific reason approved by the Nomination & Remuneration Committee and Chairman of Council Such extensions will be by exception "

b To approve an amendment to the Articles of Association by adding the following to the powers of the Council contained in Clause 19 of the Articles of Association

"To enter into one or more Derivative Contracts for the purpose of hedging any interest rate exposure, where "Derivative Contract" means any transaction (including an agreement with respect to any such transaction) which is a rate swap transaction, interest rate option, cap transaction, floor transaction or collar transaction "

3 On the 7th day of February 2015 the following special resolution was agreed and passed by the members

To approve the following amendments to the Articles of Association (shown in italics)

a Amendment to Article 24 At the Annual General Meeting in every year one-third of the members of the Council for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office *In the case of those members permanently retiring in accordance with Clause 26, the date of retirement may, with the agreement of the Association, be postponed until the last day of the summer term*

b New Article 37 *Once elected as chairman or vice chairman, a member will not be required to retire and stand for re-election in rotation as a member of Council, under Clauses 24-25, during their time in office In determining the period for which each office is to be held, Council will take note of Clause 26 Where practical the period of office as chairman or vice-chairman should not cause the individual to extend beyond the 10 year maximum period as a member of Council but may do so, by exception, where deemed appropriate by the Council*

4 My apologies for the delay in reporting these amendments

5 An updated copy of the Memorandum & Articles of Association is attached, with the changes highlighted

6 Please contact the undersigned if any additional information is required

Yours faithfully,



M G J Carter
Bursar



St Swithun's
WINCHESTER

**MEMORANDUM & ARTICLES OF ASSOCIATION
of
ST SWITHUN'S SCHOOL (WINCHESTER)**

THE COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of
ST SWITHUN'S SCHOOL (WINCHESTER)

(Adopted Pursuant to Special Resolution of the Company
Passed 22 October 2008)

1. The name of the Company is "ST SWITHUN'S SCHOOL (WINCHESTER)" hereinafter referred to as "the Association")¹
2. The Registered Office of the Association will be situated in England
- 3 The objects for which the Association is established are -

To provide sound and thorough education for girls and young children of both sexes in accordance with the principles of the Church of England

In furtherance of the above objects (but without prejudice to the generality of such objects) the Association shall have the following powers -

- A To provide means for training student teachers in the theory and practice of Education
- B. To grant prizes, scholarships, exhibitions, or gratuities to pupils for proficiency in any subjects taught at the School, in any educational activities undertaken or promoted at the School, and to found and endow scholarships or exhibitions tenable at any University or other institution of Higher or Further Education.
- C To provide bursaries, either means-tested or otherwise, to existing and prospective pupils of the School
- D To promote physical education, exercise, and recreation amongst the pupils, and particularly by means of sports, and games, and to institute, furnish, or contribute to prizes or rewards in relation to any such object

¹ The Name of the Association was changed from "WINCHESTER HIGH SCHOOL FOR GIRLS" to "WINCHESTER SCHOOL FOR GIRLS" on the 6th day of November, 1913, and was changed to "ST SWITHUN'S SCHOOL (WINCHESTER)" on the 18th day of July 1927

To provide board and lodging, medical attendance, nursing, and other accommodation, at or in connection with the Association's School or Schools, whether for pupils or for the teaching staff or others connected with such School or Schools, upon such terms as may be arranged

- F To construct, carry out, maintain, improve, manage, work, control and superintend any schools, laboratories, gymnasia, sanatoria, playgrounds, playing fields, libraries, boarding houses, and other works and conveniences which may seem directly or indirectly conducive to any of the Association's objects, and to contribute to, subsidise, or otherwise assist or take part in such maintenance, improvement, management, working, control, and superintendence
- G To enter into any arrangement with any government or local authority, and to obtain from any such government or authority all rights, concessions, and privileges that may seem conducive to the Association's objects or any of them
- H Generally to purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient with reference to any of these objects
- I To accumulate funds for such period as is allowed by law and to receive voluntary subscriptions for any of the purposes of the Association
- J To invest and deal with the moneys of the Association not immediately required upon such securities and in such manner as may from time to time be determined
- K To raise or borrow or secure the payment of money in such manner and on such terms as may seem expedient, including by way of public and other appeals, and where appropriate by the issue of debentures or debenture stock, whether perpetual or otherwise, and charged or not charged upon the whole or any part of the property of the Association, both present and future, and to redeem, purchase, or pay off any such securities
- L To undertake any trusts which it may seem to the Association expedient to undertake, and either gratuitously or otherwise
- M To sell, improve, manage, develop, exchange, and enfranchise, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Association.

- N. To do all such other things as the Association may think incidental or conducive to the attainment of the above objects

PROVIDED always that the Association shall not sell, mortgage, charge, lease, or in any other way deal with any property without authority, approval, or consent as may be required by law, and as regards any and all such property the Council of Management or Trustees of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the High Court of Justice over such Council of Management or Trustees, but they shall, as regards any such property, remain and be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

- 4 The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, by way of profit to the members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association, or, subject to the provisions hereinafter contained, to any member thereof in return for any services actually rendered to the Association, but no member of the Council of Management or Governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing body except repayment of out-of-pocket expenses and interest at a reasonable rate on money lent, or reasonable and proper rent for premises demised or let to the Association and Provided Further that notwithstanding the provisions of this clause the Association shall have power to insure the members of the Council of Management and Governing body of the Association (and any of them) against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the individual concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
5. The liability of the member is limited
- 6 Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or

within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £10

- 7 If upon the winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and confined solely to educational purposes, to be determined by the members of the Association, at or before the time dissolution.

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
of
ST SWITHUN'S SCHOOL (WINCHESTER)**

(As altered by Special Resolutions passed on the, the 11th day of December 1936, the 23rd day of May 1979, the 10th day of July 1985, the 14th day of October 1993, the 25th day of November 1993, the 17th day of October 2013 and the 7th day of February 2015)

INTERPRETATION

1 In these Articles -

“the Act” means the Companies Act 2006

“the Council” means the Council of the Association

“the seal” means the common seal of the Association

“secretary” means any person appointed to perform the duties of the secretary of the Association

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

References to the masculine gender includes (where appropriate) the feminine and neuter gender and (where appropriate) the singular includes the plural.

PATRON

2. The Lord Bishop of Winchester shall be the Patron of the School

MEMBERS

3 All members of the Council from time to time shall automatically become members of the Association on appointment. Any other person who is

invited by the Council to become a member of the Association shall, if such person wishes to become a member, sign and deliver to the Association an application in a form to be devised by the secretary or in such other form as may from time to time be prescribed by the Council

- 4 Any person (other than a person who is elected to the Council) who shall have delivered to the secretary such an application as is provided by Article 3 and who shall have been proposed by a member of the Association and seconded by another member of the Association shall become a member of the Association on being elected by the Council at a meeting at which not less than 6 days notice shall have been given stating the object of the meeting, the name and address of the candidate and the names of the members by whom he has been proposed and seconded respectively
5. If any member shall fail to observe any of these Articles, or of any regulations of the Council made under any powers vested in them, the Council may convene an Extraordinary General Meeting of the Association (at which meeting at least 10 days previous notice shall be sent to such member) and such member may, by a vote of 75% of the members present and voting at such meeting, be expelled from the Association and his name shall be removed from the register and he shall thereupon cease to be a member and shall forfeit his interest and privileges as a member of the Association.
- 6 Any member of the Council shall on retirement, or removal from membership of the Council, cease to be a member of the Association with immediate effect

GENERAL MEETINGS

- 7 The Association shall once in each year hold a General Meeting as its Annual General meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next The Annual General Meeting shall be held at such time and place as the Council shall appoint All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 8 The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition, or, in default, may be convened by such requisitions, as provided by Section 368 of the Act If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any five members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS

- 9 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of the Association entitled to receive such notices from the Association

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed.-

- a) In the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, seven members present in person shall be a quorum. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the

same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine.

- 13 The chairman, if any, of the Council shall preside as chairman at every General Meeting of the Association or if there is no such chairman, or if he shall not be present within one hour after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting
- 14 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting
15. All questions at any General Meeting of the Association (other than such questions as are provided for in Article 5) shall be decided by a majority of those present and voting and no proxies shall be allowed. Each member present shall have one vote and if the votes be equal the chairman shall have a second or casting vote.

COUNCIL OF MANAGEMENT

16. The Council shall consist of the four ex-officio members mentioned in Article 17 and of not less than nine or more than sixteen elected members who shall (save as hereinafter provided) be members of the Church of England or who fulfil the criteria set out in Article 45 and of whom four at least shall be women The requirement that elected members shall be members of the Church of England may be waived in individual cases at the discretion of the Association provided that at least two-thirds of the number of elected members of the Council shall always consist of members of the Church of England
- 17 The Mayor of Winchester, The Dean of Winchester, The Headmaster of Winchester College and The Honorary Treasurer (if any) for the time being shall be members of the Association without election and be ex-officio members of the Council
18. A member of the Council may at any time resign his office on giving notice in writing to the secretary The office of an elected member of the Council shall normally be vacated at the discretion of the Council if he -
 - a) Not being a person in respect of whom the requirement of membership of the Church of England has been waived under Article

16 has ceased to be a member of the Church of England or who no longer fulfils the criteria set out in Article 45,

- b) Becomes bankrupt or mentally disordered;
- c) Attends no meetings of the Council during twelve consecutive months; or
- d) Attain the age of seventy years

BORROWING POWERS

19. The Council may exercise all the powers of the Association to

- a) borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party
- b) *enter into one or more Derivative Contracts for the purpose of hedging any interest rate exposure, where "Derivative Contract" means any transaction (including an agreement with respect to any such transaction) which is a rate swap transaction, interest rate option, cap transaction, floor transaction or collar transaction.*²

POWERS AND DUTIES OF THE COUNCIL

20 The business and affairs of the Association shall be managed by the Council who may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made

21 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine

22 The Council shall cause minutes to be made in books provided for the purpose:-

² Special Resolution 17 Oct 13

- a) Of all appointments of officers made by the Council,
- b) Of the names of the members of the Council present at each meeting of the Council and of any committee of the Council,
- c) Of all resolutions and proceedings at all meetings of the Association, and of the Council and of committees of the Council.

23 A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising there out, and if he does so vote his vote shall not be counted

ROTATION OF MEMBERS OF THE COUNCIL

24 At the Annual General Meeting in every year one-third of the members of the Council for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office *In the case of those members permanently retiring in accordance with Clause 26, the date of retirement may, with the agreement of the Association, be postponed until the last day of the summer term³*

25 The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

26. *All retiring members shall be eligible for re-election but will not be permitted to stand for re-election on more than two occasions. The office of an elected member of Council shall therefore be vacated, on completion of no more than ten years in post, unless invited by Council to extend for a specified period and for a specific reason approved by the Nomination & Remuneration Committee and Chairman of Council. Such extensions will be by exception⁴*

27. The Association at the meeting at which a member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Council shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Council shall have been put to the meeting and lost

28 No person other than a member of the Council retiring at the meeting shall unless recommended by the Council be eligible for election to the office of member of the Council at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in

³ Special resolution 7 Feb 15 Subject to CC approval

⁴ Special Resolution 17 Oct 2013

writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected

29. The Association may from time to time by ordinary resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office
30. The Council shall have power at any time, and from time to time, to appoint any person to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members of the Council, but so that the total number of members of the Council shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the Council so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting
31. The Association may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such member of the Council
32. The Association may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 30 the Association in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member of the Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected a member of the Council.

PROCEEDINGS OF THE COUNCIL

33. The Council shall meet at least once in every School term for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. The chairman or any four members of the Council may, at any time, summon a special meeting for any cause which seems to him or them sufficient. Special meetings shall be convened by notice in writing to each member of the Council specifying the object of such meeting and it shall be the duty of the secretary to give such notice. It shall not be necessary to give

notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom

34. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be five.
- 35 The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of members of the Council, the continuing members or member of the Council may act for the purpose of increasing the number of members of the Council to that number, or of summoning a General Meeting of the Association, but for no other purpose
- 36 The Council shall elect a chairman of their meetings and may appoint a vice chairman and determine the period for which each is to hold office such period not to exceed five years in either case unless the Council shall wish to extend the same for a further period or periods not exceeding five years each, but, if no such chairman is elected, or if at any meeting the chairman is not present within thirty minutes after the time appointed for holding the same, the members of the Council present may chose one of their number to be chairman of the meeting
- 37 *Once elected as chairman or vice chairman, a member will not be required to retire and stand for re-election in rotation as a member of Council, under Clauses 24-25, during their time in office. In determining the period for which each office is to be held, Council will take note of Clause 26 Where practical the period of office as chairman or vice-chairman should not cause the individual to extend beyond the 10 year maximum period as a member of Council but may do so, by exception, where deemed appropriate by the Council*⁵
38. The Council may from time to time and for such periods as may be deemed desirable delegate any of their powers to a committee or committees consisting of such member or members of their body as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council and shall report all acts and proceedings to the Council as soon as is reasonably practicable.
39. The chairman of any committee shall be nominated by the Council
- 40 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

⁵ Special resolution 7 Feb 15 – subject to CC approval

41. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council
42. A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

TREASURER

- 43 The Council shall appoint the Treasurer annually who may be Honorary or remunerated but if the Treasurer is remunerated he shall not be a member of the Association.

SECRETARY

- 44 The secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit and shall also fulfil the role of Clerk to the Council Any secretary so appointed may be removed by the Council. Provided always that no member of the Council may occupy the salaried position of secretary
- 45 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council and as, or in place of, the secretary

THE HEADMISTRESS

- 46 The Council shall appoint Headmistresses of St Swithun's School and of the Junior School Any such person so appointed shall be a bona fide member of the Church of England or a baptised and communicant member of any other Church which subscribes to the doctrine of the Holy Trinity and who is in good standing with her own church
- 47 The terms and conditions on which the Council shall appoint the Headmistress, or the Headmistress of the Junior School, shall be determined from time to time by the Council.

THE SEAL

- 48 The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the secretary or by a second member of the Council or by some other person appointed by the Council for the purpose

ACCOUNTS

- 49 The Council shall cause accounting records to be kept in accordance with the provisions of the Act
- 50 The accounting records shall be kept at the registered office of the Association or, subject to the provision of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the officers of the Association
- 51 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting
- 52 The Council shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions
53. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the auditor's report, and Council's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debenture of, the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures

AUDIT

- 54 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

NOTICES

55 A notice may be given by the Association to any member either personally, by suitable electronic means or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to The Association for the giving of notice to him. Where a notice is given by electronic means, service of the notice shall be deemed to be effected at the expiration of 24 hours after being sent. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

56 Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- a) Every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
- b) Every person being a legal personal representative of a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- c) The auditor for the time being of the Association, and
- d) Each member of the Council

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

57 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles

RULES OR BYE LAWS

58 a) The Council may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing it may be such Rules or Bye Laws regulate -

- i The admission and classification of members of the Association, and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have

their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by the members.

- ii The conduct of members of the Association in relation to one another, and to the Association's servants
- iii The setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes
- iv The procedure at general meetings and meetings of the Council and Committees of the Council in so far as such procedure is not regulated by these Articles.
- v And, generally, all such matters as are commonly the subject matter of the Association rules.

b) The Association in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Association all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Association Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Association

INDEMNITY

59 In the execution of his duties and the exercise of his rights in relation to the affairs of the Association (and without prejudice to any indemnity to which he may otherwise be entitled) no member of the Council shall be liable for any loss to the property of the Association arising by reason of any improper investment made by or for the Association in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the member of the Council who is sought to be made liable