

Company Number: 756798

CERTIFICATE OF PASSING

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE**

MONDAY



A11 *A82Z6AM9* #177
08/04/2019
COMPANIES HOUSE

THE NATIONAL CENTRE FOR YOUNG PEOPLE WITH EPILEPSY ("the Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the following resolution was passed as a special resolution:

1. THAT:

- 1.1 the Articles of Association of The National Centre for Young People with Epilepsy be deleted in their entirety and replaced by the Articles of Association in the form attached in substitution for all former Articles of Association;
- 1.2 clauses 1 to 6 of the Memorandum of Association of The National Centre for Young People with Epilepsy be deleted in their entirety. For the avoidance of doubt, clauses 1 to 6 of the Memorandum of Association are being replaced, in an amended form, by the Articles of Association as adopted in 1.1 above.

~~Chairman/Director/Secretary*~~

Date: 28/3/2019

*delete as applicable

Company no. 756798

ARTICLES OF ASSOCIATION

OF

THE NATIONAL CENTRE FOR YOUNG PEOPLE WITH EPILEPSY

(as adopted by a special resolution passed as a written resolution on 28 March 2019)

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File Ref: JST/SXR/108422.14

Company number: 756798

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE NATIONAL CENTRE FOR YOUNG PEOPLE WITH EPILEPSY

1. Name of Company and Meaning of Words

1.1 The name of the Company is The National Centre for Young People with Epilepsy, called in this document "the Company".

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.3 Words	Meanings
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
Board	the Board of Directors;
Chair	the Chair of the Board or any person discharging the functions of the Chair;
Charity	the National Centre for Young People with Epilepsy Charitable Trust, which is governed by a scheme and is registered as a charity with the Commission (charity number 311877);
Company	the company regulated by these Articles;
Charity Commission	the Charity Commission for England and Wales;
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
Directors	the directors of the Company;

Educational Governing Body	an educational governing body established pursuant to Article 45.4;
Month	calendar month;
Objects	the Objects of the Company as defined in Article 3;
Office	the registered office of the Company;
Prince of Wales's Chair of Childhood Epilepsy	the post supported by the Charity which is based at University College Hospital Institute of Child Health, Great Ormond Street Hospital and Young Epilepsy;
Regulations	any rules, standing orders or regulations made in accordance with these Articles;
Signed	shall include electronic signatures and other forms of authentication that are permitted by law;
United Kingdom	Great Britain and Northern Ireland; and
in Writing	written, printed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).

1.4 Words in the singular form include the plural and vice versa.

1.5 The words "person" or "people" include corporations and unincorporated associations, and the words "he", "his" and "him" shall include the female equivalent.

1.6 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

2. Registered Office

2.1 The registered office of the Company will be in England and Wales.

3. Objects of the Company

3.1 The objects of the Company are to act as trustee for the National Centre for Young People with Epilepsy Charitable Trust, which is registered as a charity (No. 311877) and is situate at Lingfield in the County of Surrey, in accordance with the provisions of a Scheme from time to time in force as established by the Charity Commissioners and as the same may be amended or substituted from time to time (the "**Scheme**").

4. Powers of the Company

4.1 The Company has the following powers which may be used only to promote the Objects:

- 4.1.1 to buy, take on lease, share, hire or otherwise acquire property of any sort;
- 4.1.2 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company;
- 4.1.3 to borrow money and to charge the whole or any part of the property belonging to the Company as security for the repayment of money borrowed, grant given or any other obligation;
- 4.1.4 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- 4.1.5 to employ and pay any employees, officers, servants and professional or other advisers;
- 4.1.6 to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade;
- 4.1.7 to give or receive guarantees or indemnities;
- 4.1.8 to promote or undertake study or research and disseminate the results of such research;
- 4.1.9 to produce, print and publish anything in any media;
- 4.1.10 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- 4.1.11 to make social investments in pursuance of the Objects by any means;
- 4.1.12 to promote and advertise the Company's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 4.1.13 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves; and to accumulate expendable endowment;
- 4.1.14 to undertake any charitable trust;
- 4.1.15 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 4.1.16 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish

the same either as wholly owned subsidiaries of the Company or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;

- 4.1.17 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Company not required for the purpose of the Company in furtherance of the Company's Objects;
- 4.1.18 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- 4.1.19 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.1.20 to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;
- 4.1.21 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Directors;
- 4.1.22 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 4.1.23 to insure any risks arising from the Company's activities including taking out any directors' indemnity insurance;
- 4.1.24 to do anything else within the law which helps promote the Objects.

5. Use of income and property

- 5.1 The income and property of the Company shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Company or Directors, and no Director may be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company, except as permitted by law or as permitted below under 'Allowed Payments' and then only after complying with any requirements of the Act, provided this shall not prevent a member of the Company or a Director receiving any benefit as a beneficiary of the Charity.

6. Allowed Payments

- 6.1 The Company may pay:

- 6.1.1 reasonable and proper payment to any member, officer, servant, employee, professional or other adviser of the Company who is not a Director for any goods or services supplied to the Company;

Payments for services and goods connected to those services

- 6.1.2 reasonable and proper remuneration of a Director for services actually rendered to the Company or a subsidiary of the Company (save for

services rendered in his capacity as a Director) and for goods that are supplied in connection with the provision of those services, provided that:

- (a) the number of Directors so remunerated in any accounting period shall not exceed a minority of the Board;
- (b) no resolution to approve such remuneration to a Director shall be effective unless it is passed at a meeting of the Board;
- (c) such Director shall not vote on any resolutions relating to his engagement by the Company or a subsidiary (as defined in the Act) of the Company;
- (d) the remuneration or maximum remuneration payable to the Director shall be set out either in the resolution approving such remuneration or in a written agreement between the Director and the Company; and
- (e) the Directors are satisfied it is in the best interests of the Company for the services to be provided by that Director to the Company or on behalf of the Company for the remuneration or maximum remuneration agreed.

Payments for goods not supplied in connection with services

6.1.3 reasonable and proper payment for goods supplied by a Director that are not supplied in connection with services actually rendered to the Company or a subsidiary of the Company, provided that:

- (a) the amount or maximum amount of the payment for the goods is set out in a written agreement between the relevant Director and the Company under which that Director is to supply the goods to or on behalf of the Company;
- (b) the amount or maximum amount does not exceed what is reasonable in the circumstances for the supply of goods in question;
- (c) the other Directors are satisfied it is in the best interests of the Company to contract with that Director rather than with someone else who is not a Director. In reaching such a decision the Directors must balance the advantage of contracting with a Director against the disadvantages of doing so;
- (d) the relevant Director is absent from the part of any meeting at which there is discussion of the proposal to enter into such a contract with that Director;
- (e) the relevant Director does not vote on any such matter and is not counted in the quorum for that decision; and
- (f) a majority of the Directors then in office are not in receipt of remuneration or payments authorised in Articles 6.1.2, 6.1.3, 6.1.4, 6.1.7 or 6.1.10.

6.1.4 reasonable interest on the money lent by any Director;

- 6.1.5 reasonable out-of-pocket expenses to any Director;
- 6.1.6 reasonable and proper payment to a company of which a member of the Company or a Director holds not more than a hundredth of the capital;
- 6.1.7 reasonable and proper rent of premises demised or let by any Director;
- 6.1.8 to the extent permitted by law, reasonable and proper premiums in respect of any Director indemnity insurance policy taken out pursuant to Article 4.1.23 above;
- 6.1.9 any payment to a Director under the indemnity provisions in these Articles;
- 6.1.10 a Director to be employed by, or receive any remuneration from the Company which is not authorised in this Article 6, provided the remuneration is authorised by court,

provided that, no Director shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that Director other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Directors.

6.1.11 For the purposes of this Article 6:

- (a) "Director" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his partner; and
- (b) a payment to a Director includes the payment to or the engagement of or remuneration of any firm or company in which the Director is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1 per cent. of the issued capital.

7. Alterations to these Articles

- 7.1 Alterations may be made to these Articles only by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Company gives the members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75 per cent. of those voting at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent. of the total number of members having the right to vote agree to such short notice.
- 7.2 The Company shall inform Companies House of any alterations to the Articles and all future copies of the Articles issued must contain the alterations.

8. Limited Liability

- 8.1 The liability of the members is limited.

9. Guarantee by Members of the Company

9.1 Each member of the Company undertakes that, if the Company is wound up while he is a member, or within one year after he ceases to be a member, he will contribute a sum not exceeding £1 to the assets of the Company for:-

- 9.1.1 payment of the debts and liabilities of the Company contracted before he ceases to be a member;
- 9.1.2 payment of the costs, charges and expenses of winding up; and
- 9.1.3 adjustment of the rights of the contributories among themselves.

10. Indemnity of Directors

10.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Director or other officer may otherwise be entitled the Company shall indemnify every Director or other officer out of the assets of the Company against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Director or other officer save that no Director may be entitled to be indemnified:

- 10.1.1 for any liability incurred by him to the Company or any associated company of the Company (as defined by the Act for these purposes);
- 10.1.2 for any fine imposed in criminal proceedings;
- 10.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- 10.1.4 for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;
- 10.1.5 for any liability which he has incurred in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him; and
- 10.1.6 for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.

10.2 To the extent permitted by law from time to time, the Company shall provide funds to every Director or other officer to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Director or officer, provided that he will be obliged to repay such amounts no later than:

- 10.2.1 if he is convicted in proceedings, the date when the conviction becomes final; or
- 10.2.2 if judgment is given against him in proceedings, the date when the judgment becomes final; or

- 10.2.3 if the court refuses to grant him relief on any application under the Act, the date when refusal becomes final.

11. Conflicts of Interest

- 11.1 To the extent required by law every Director shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 11.2 Where the duty of a Director to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Company including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
- 11.2.1 the matter in relation to which that duty exists has been proposed to the Directors at a meeting of the Directors and has been authorised by them; and
- 11.2.2 any requirement as to the quorum of such meeting is met without counting the Director in question, or any other interested Director, subject to Articles 11.3 and 11.4; and
- 11.2.3 the matter was agreed to without any such Director voting, or would have been agreed to if the vote of any such Director had not been counted, subject to Articles 11.3 and 11.4.
- 11.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Directors present at the meeting to constitute a quorum, the unconflicted Directors present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 11.2 and the manner of dealing with the conflict, provided that:
- 11.3.1 they may only give such authorisation where they are satisfied that the conflicted Director or Directors will not receive any direct or indirect benefit other than one permitted by these Articles; and
- 11.3.2 the total number of Directors at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.
- 11.4 In the event that all of the Directors present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Directors present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 11.3.1 and 11.3.2 above.
- 11.5 The duty to deal with conflicts referred to in Article 11.2 applies in the case of the exploitation of property, information or opportunity even if the Company is not taking, or could not take, advantage of the opportunity.
- 11.6 The Directors shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.

11.7 The Board may by resolution passed in the manner set out in this Article, authorise a Director not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Director.

11.8 Nothing contained in this Article shall authorise a Director to receive any benefit not permitted elsewhere in these Articles.

12. Rights of Inspection

12.1 A copy of the Articles and any Regulations must be available for inspection by the members of the Company at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of the Articles of Association must be sent a copy.

13. Register of Members

13.1 The Company must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.

13.2 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Company without charge and any other person on payment of a fee prescribed by the Company, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Company must within five working days either comply with the request or apply to the Court for permission not to comply with the request.

14. Membership

14.1 All Directors shall automatically become members of the Company and their names shall be entered into the Company's register of members.

14.2 Membership shall not be open to any person other than the Directors.

15. No transfer of Membership

15.1 None of the rights of any member of the Company may be transferred or transmitted to any other person.

16. Ending of Membership

16.1 A member stops being a member of the Company if he ceases to be a Director.

17. Annual General Meetings

17.1 The Company need not but may hold an annual general meeting in addition to any other general meeting in every calendar year. If held, the annual general meeting must be specified as such in the notices calling it.

18. Other General Meetings

18.1 All general meetings except annual general meetings are called general meetings.

19. Calling of Other General Meetings

- 19.1 The Board may call a general meeting whenever they wish. Such a meeting must also be called if not less than five per cent. of the members of the Company request it in accordance with the Act.

20. Notice of General Meetings

- 20.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing. Such notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent. of the members entitled to attend and vote at it.

21. Quorum for General Meetings

- 21.1 Business may be transacted at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is five persons, whether present in person or by proxy.

22. Adjournment if no Quorum

- 22.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. Articles 24.2 and 24.3 shall apply to such an adjourned meeting.
- 22.2 If no quorum is present at the adjourned meeting within half an hour of the appointed starting time, the member or members present at that time shall constitute the quorum for that meeting.

23. Chairman of a General Meeting

- 23.1 The Chair (if any) of the Board should normally preside as chairman at every general meeting of the Company. If there is no Chair, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the chairman of the meeting and in default the members at the meeting shall select a chairman.

24. Adjournment of a General Meeting

- 24.1 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 24.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

- 24.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

25. Voting on Resolutions

- 25.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chairman of the meeting or at least two members, save that no poll may be demanded on the election of a chairman of a meeting or on any question of adjournment. Members may vote by proxy.
- 25.2 Members may appoint a proxy who need not be a member of the Company. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Company.

26. Proxies

- 26.1 A person holding a proxy may vote on any resolution.
- 26.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Directors may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).
- 26.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).
- 26.4 A proxy in the following form will be acceptable:
- "I
- of
- a member of The National Centre for Young People with Epilepsy
- hereby appoint the Chair of the Company or if he is not present the chairman of the Meeting*

.....

Signed on the _____ day of _____, 20____.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

27.1 Unless a poll is demanded, the chairman of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

28. When a poll is taken

28.2 The chairman of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

29.1 Every member including the chairman of the meeting (if he is a member) has one vote at general meetings. The chairman of the meeting has a casting vote at general meetings.

29.3 A Director shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote at general meetings, save in his capacity as a member.

30.1 Except in the case of a resolution to remove a Director or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

30.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent. of all

those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

30.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

30.1.4 it may consist of two or more documents in identical form Signed by members; and

30.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.

30.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

30.3 A written resolution passed in accordance with this Article 30 has effect as if passed by the Company in general meeting.

31. Management by the Board

31.1 The business of the Company is managed by the Board. The Board may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company.

32. The Keeping of Minutes

32.1 The Board must have a record of minutes:-

32.1.1 of all appointments of officers by the Board;

32.1.2 of the names of the Directors present at each of its meetings and of any committee of the Board; and

32.1.3 of all resolutions and proceedings at all meetings of:

(a) the members;

(b) the Board; and

(c) committees of the Board.

33. Composition of the Board

33.1 The Board consists of:

33.1.1 at least three and not more than thirteen persons appointed by the Directors;

33.1.2 one person nominated by Surrey County Council, who the Board shall appoint on receipt of a notice of nomination; and

33.1.3 the person holding the post of Prince of Wales Chair of Childhood Epilepsy, who shall be a Director ex officio.

33.2 Any Director in office at the time of adoption of these Articles shall be deemed to have been appointed by the Board.

33.3 No person under the age of 16 may be appointed as a Director.

33.4 No employee of the Company shall be entitled to be appointed as a Director.

34. Retirement of members of the Board

34.1 The provisions of this Article 34.1 shall apply to all Directors, apart from the Director who holds the post of Prince of Wales Chair of Childhood Epilepsy:

34.1.1 A Director shall be appointed for an initial term of three years and at the end of such period a Director shall retire.

34.1.2 A Director shall be eligible for re-appointment for a further term of three years, but then must retire and is not eligible for re-appointment unless, on the recommendation of the Board his re-appointment is approved by at least a 75% majority decision of the other Directors and the Director is re-appointed for one further consecutive term of a maximum of three years.

34.1.3 A re-appointment of a Director shall not take effect until it is confirmed by a letter of appointment that is signed by the chairman of the Board or another Director, on behalf of the Board.

35. Change in composition of the Board

35.1 The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below three.

36. Notification of change of members of the Board to the Registrar of Companies

36.1 All appointments, retirements or removals of Directors and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

37. Ending of Board Membership

37.1 A Director ceases to hold office if he:-

37.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

37.1.2 is disqualified from acting as a charity trustee of any organisation established for charitable purposes;

37.1.3 becomes barred from membership of the Board because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it); or

37.1.4 is considered by the Board to have become incapable whether mentally or physically of managing his own affairs and a majority of the other Directors resolve that he must cease to hold office; or

37.1.5 resigns the office by notice in writing to the Company but only if at least three Directors will remain in office when the resignation takes effect; or

- 37.1.6 is absent without permission for more than twelve consecutive months from meetings of the Directors and it is resolved by a majority of the other Directors to remove him; or
- 37.1.7 breaches his duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove him by a resolution by 75 per cent. of the other Directors present and voting at a meeting and that prior to such a meeting the Director in question has been given written notice of the intention to propose such a resolution at the meeting; or
- 37.1.8 is removed from office under Article 38; or
- 37.1.9 is removed from office by a resolution of at least 75 per cent. of the other Directors present and voting at a Board meeting at which at least half of the serving Directors are present provided that prior to such a meeting the Director in question has been given written notice of the intention to propose such a resolution at the meeting; or
- 37.1.10 dies.

38. Removal of a Director by a General Meeting

- 38.1 5% of the members may require the Board to call a general meeting by following the procedure set out in the Act. They may propose a resolution to remove a Director before the end of his period of office at that meeting, in accordance with the procedure set out in the Act.

39. Meetings of the Board

- 39.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 39.2 Questions arising at any meeting must be decided by a majority of votes. Every Director has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.
- 39.3 The Company, if requested by the Chair or any two Directors, must summon a meeting of the Board.
- 39.4 Notice of a Board Meeting need not be given to any Director who is out of the United Kingdom.
- 39.5 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

40. Officers of the Board

- 40.1 The Board may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Directors.

41. Quorum for the Board

- 41.1 The quorum necessary for business to be done at a Board meeting is three Directors. A Director shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote. This is subject to Article 11.

42. Board's Right to Act Despite Vacancies on the Board

- 42.1 The Board may act despite any vacancy on the Board, but if the number of Directors falls below the quorum, it may act only to summon a general meeting of the Company or to appoint further Directors.

43. A Resolution may be Approved by Signature Without a Meeting

- 43.1 A resolution in Writing Signed by all of the Directors or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

44. Validity of Acts Done at Meetings

- 44.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Director or that he was disqualified, anything done before the discovery is as valid as if there were no defect or disqualification.

45. Delegation by the Board

- 45.1 The Board may delegate the administration of any of its powers to individual Directors or committees of Directors consisting of two or more Directors and any such Director or committee must conform to any rules that the Board imposes on it. Subject to such rules, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.
- 45.2 The Board may co-opt any person or people who are not Directors to serve on the committee, but any such committee must have at least two Directors on it at all times.
- 45.3 All acts and proceedings of the committee or Directors must be reported to the Board as soon as possible.
- 45.4 The Directors may establish an Educational Governing Body in respect of the school and College forming part of the objects of the Charity.
- 45.5 The members of the Educational Governing Body shall, when acting in that capacity, be known as Governors and may consist of:
- 45.5.1 the chairman of the committee to be appointed by the Directors;
 - 45.5.2 up to eight other persons to be appointed by the Directors;
 - 45.5.3 the chairman of the Directors for the time being;
 - 45.5.4 a person nominated by the academic staff of the Charity from among their own number and appointed by the Directors;

- 45.5.5 a person nominated by the care staff from among their own number (if the functions of the committee include responsibility for care functions of the Charity);
 - 45.5.6 a person nominated by the care staff from their own number (if the functions of the committee include responsibility for the care functions of the Charity) and appointed by the Directors;
 - 45.5.7 one person nominated by Surrey Education Authority or any successor body who shall be a person with particular experience of children in need of special educational treatment or of schools for such children; and
 - 45.5.8 not more than two parents (having children who are at the time of the appointment students at the school and college).
- 45.6 The terms of reference of the Educational Governing Body, including the extent of the power to be delegated, frequency of meetings and duty to report to the Directors shall be contained in rules made by the Directors.
- 46. Chair of Committees**
- 46.1 A committee may elect a chair of its meetings if the Board does not nominate one.
- 46.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the committee members present may choose one of their number to be chairman of the meeting.
- 47. Meetings of Committees**
- 47.1 A committee may meet and adjourn whenever it chooses.
- 47.2 Questions at the meeting must be decided by a majority of votes of the committee members present. In the case of an equality of votes, the chairman of the committee meeting shall have a casting vote.
- 47.3 A committee must have minutes entered in minute books.
- 47.4 If it is discovered that there was some defect in the procedure at a meeting of a committee, or in the appointment of a committee member, anything done before such discovery at any meeting of the committee is as valid as if there were no defect.
- 48. Appointment and Removal of the Company Secretary**
- 48.1 The Board may but, subject to the Act, need not appoint a Company Secretary and may decide his period of office, pay and any conditions of service, and may remove him from office.
- 49. Honorary Officers**
- 49.1 The Board may appoint or remove any person for such terms as they think fit as the President, Vice President or Patron of the Company. Such posts are honorary only and carry no vote or other rights.

50. Actions of Directors and Company Secretary

- 50.1 The Act says that some actions must or may be taken both by a Director and by the Company Secretary. If one person is both a Director and Company Secretary, that one person may not act in the capacity of both Director and Company Secretary for any business that requires the action of both a Director and the Company Secretary.

51. Proper Accounts must be Kept

- 51.1 Accounts shall be prepared in accordance with the Act.

52. Books must be Kept at the Office

- 52.1 The accounts must be kept at the Office or at other places decided by the Board. The accounts must always be open to inspection by Directors.

53. Accounts and Returns

- 53.1 The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

- 53.2 Copies need not be sent to a person for whom the Company does not have a current address (as defined in Companies Act 2006).

- 53.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

53.3.1 the deadline for filing the Company's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or

53.3.2 if earlier, the date on which the Company actually files the accounts and reports (or summary financial statements) with Companies House.

- 53.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.

54. Appointment of Reporting Accountants or Auditors

- 54.1 The Company must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Company's income or assets from time to time makes this a legal requirement.

55. Service of Notices

- 55.1 The Company may give notices, accounts or other documents to any member (being a Director) either:

55.1.1 personally; or

55.1.2 by delivering them or sending them by ordinary post to the member's registered address; or

- 55.1.3 if the member has provided the Company with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement.
- 55.2 If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he has given the Company for that purpose or in accordance with Article 51.1.1 and 51.1.3 above. However, a member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Company, irrespective of whether they have consented to receiving notices by email.
- 55.3 If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by e-mail that will be treated as properly sent if the Company receives no indication that they have not been received.
- 55.4 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.
- 55.5 The Company may assume that any e-mail address given to it by a member remains valid unless the member informs the Company that it is not.

56. Accidental Omission of Notice

- 56.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

57. Who is Entitled to Notice of General Meetings

- 57.1 Notice of every general meeting must be given to:-
- 57.1.1 every member (being also a Director), except those members who lack a registered postal address within the United Kingdom and have not given the Company a postal address for notices within the United Kingdom;
 - 57.1.2 the reporting accountants or auditor of the Company;
 - 57.1.3 any person having the right to nominate a Director; and
 - 57.1.4 any President or person holding another honorary position.
- 57.2 No one else is entitled to receive notice of general meetings.

58. Regulations

- 58.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise

need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

59. Winding-up of the Company

- 59.1 The Board may decide at any time to dissolve the Company. If the Company is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property shall not be paid to or distributed among the members of the Company and must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are the same as or similar to those of the Company.
- 59.2 The institution or institutions will be chosen by the Directors at or before the time when the Company is wound-up or dissolved.