

The Companies Acts

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
EWELL CASTLE SCHOOL LIMITED



1. The name of the Company (hereinafter called "the Company") is "EWELL CASTLE SCHOOL LIMITED".
2. The registered office of the Company will be situate in England.
- 3.¹ The objects for which the Company is established are to purchase or otherwise acquire, establish, maintain, conduct and carry on schools and colleges for the education of boys, girls, or adult students of either sex and to provide for the delivery and holding of classes, lectures, exhibitions and conferences calculated to advance the cause of education and to do all such acts and things as may be deemed necessary for imparting instruction and for the encouragement of study, education and learning; to spread the knowledge of and belief in and otherwise to promote the fundamental principles of the Christian religion, and to support, organise, endow, finance, maintain, and provide for public or private lectures, meetings, addresses, professorships, lectureships, and readerships, calculated to promote the said principles; to provide, fit up and equip class rooms, laboratories, gymnasia, swimming baths, playing fields, dining and recreation rooms, dwellinghouses, hostels, boarding houses, hotels, and other accommodation and conveniences for pupils, masters, mistresses, and other persons employed by the Company or performing any function or doing any act in furtherance of the educational or religious purposes of the Company; to create and administer and to assist in the creation and administration of scholarships, exhibitions and prizes for the encouragement of study and learning, and to act as trustees or managers of any property, endowment, bequest, or gift for educational purposes; and to receive voluntary donations and subscriptions for any of the purposes of the Company, and to accord to the donors thereof such privileges of nomination of pupils or otherwise as the Company shall from time to time determine.
- 4.² In addition to any other powers it may have, the Company has the following powers in order to further the objects (but not for any other purpose):
 - (A) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
 - (B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

¹ As amended by special resolution passed on 25th January 2006.

² As amended by special resolutions passed on 10th August 1964 and 25th January 2006.

- (C) To undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its charitable objects.
- (D) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (E) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (F) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
- (G)(1) To obtain indemnity insurance for the members of the Governing Body or any other officer of the Company in relation to any such liability as is mentioned in clause 4(G)(2), but subject to the restrictions specified in clause 4(G)(3);
- (2) The liabilities referred to in clause 4(G)(1) are:
 - (a) any liability that by virtue of any rule of law would otherwise attach to the member of the Governing Body or other officer in respect of any negligence, default, breach of duty or breach of trust of him or her in relation to the Company;
 - (b) the liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading) or any statutory provision from time to time having similar effect.
- (3)(a) The following liabilities are excluded from clause 4(G)(2)(a):
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the member of the Governing Body or other officer;
 - (iii) liabilities to the Company that result from conduct that the member of the Governing Body or other officer knew or must be assumed to have known was not in the best interests of the Company or about which the person concerned did not care whether it was in the best interests of the Company or not.
- (b) There is excluded from clause 4(G)(2)(b) any liability to make such a contribution where the basis of the liability of the member of the Governing Body is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.

- (H) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The Company shall not support with its Funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union.
 - (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own 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 Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
- 5.³ The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 5 per cent, per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Governing Body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Governing Body may be a member, and in which such member shall not hold more than one

³ As amended by special resolution passed on 25th January 2006.

hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

Provided also that no member of the Governing Body or other officer of the Company shall be required to account to the Company for any benefit conferred by the payment by the Company of any premium on any policy of insurance taken out in accordance with the powers contained in clause 4(G) of this memorandum nor for any payment to the member of the Governing Body or other officer by the insurer in accordance with the terms of any such policy.

6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
- 8.⁴ If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

⁴ As amended by special resolution passed on 10th August 1964.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT HOWLAND PLEDGER,
Ewell Castle,
Ewell,
Surrey,
Headmaster.

KATHLEEN MAY PRIDE,
Grangeclare,
Epsom Road,
Ewell,
Bursar.

VINCENT PAUL DAVIS,
The Vicarage,
Church Street,
Ewell,
Surrey,
Clerk in Holy Orders.

REGINALD FABRICIUS MATTHEWS,
379 Malden Rd.,
Worcester Park,
Surrey,
Physician.

PHILIP WALLIS COOPER,
329 High Holborn,
London, W.C.1,
Chartered Accountant.

Dated this 6th day of January, 1964.

Witness to the above Signatures -
THOMAS KEITH GARNER,
Chessington Lodge,
Spring St.,
Ewell,
Surrey,
Schoolmaster.

The Companies Acts

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION⁵ OF EWELL CASTLE SCHOOL LIMITED

GENERAL

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

Words	Meanings
The Companies Act	The Companies Act, 85, as amended or re-enacted from time to time.
These Articles	These Articles of Association, and the regulations of the Company from time to time in force.
The Company	The above-named Company.
The Board	The Board of Governors for the time being of the Company.
The Office	The registered office of the Company.
The Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Companies Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

⁵ As amended by special resolution passed on 25th January 2006.

2. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
3. The Company is established for the purposes expressed in the Memorandum of Association.
4. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company. No person shall be admitted a member of the Company unless his or her application for membership is approved by the Board.

GENERAL MEETINGS

5. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
6. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
7. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Companies Act.
8. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Companies Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Companies Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
9. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account

and balance sheet, and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

11. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members personally present shall be a quorum.
12. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
13. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside.
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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
15. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
16. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
19. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

20. Subject as hereinafter provided, every member shall have one vote.
21. Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
33. Votes may be given on a poll either personally or by proxy.
23. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
24. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
25. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
26. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

“EWELL CASTLE SCHOOL LIMITED

I, ,
 “of ,
 “a member of EWELL CASTLE SCHOOL LIMITED, hereby
 “appoint ,
 “of ,
 “and failing him, ,
 “of ,
 “to vote for me and on my behalf at the [Annual or
 “Extraordinary, or Adjourned, as the case may be]

"General Meeting of the Company to be held on the
" day of , and at every adjournment
"thereof.

"As witness my hand this day of 20 ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

BOARD OF GOVERNORS

27. The members for the time being of the Company shall constitute the Board of Governors.
28. Any Governor may act by himself or by his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Governor.

POWERS OF THE BOARD

29. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

SECRETARY

30. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of the Companies Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

31. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD

32. The office of a Governor shall be vacated -
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (B) If he becomes of unsound mind.
 - (C) If he ceases to be a member of the Company.
 - (D) If by notice in writing to the Company he resigns his office.
 - (E) If he ceases to hold office by reason of any order made under the Companies Act.
 - (F) If he is requested in writing by all the other Governors to resign.

PROCEEDINGS OF THE BOARD

33. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
34. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
35. The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.
36. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
37. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

38. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Board.
39. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
40. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

41. The Board shall cause proper books of account to be kept with respect to—
 - (A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods by the Company; and
 - (C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

42. The books of account shall be kept at the office, or, subject to the Companies Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
43. At the Annual General Meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Companies Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

The Auditors' report shall be open to inspection and be read before the meeting as required by the Companies Act.

AUDIT

44. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
45. Auditors shall be appointed and their duties regulated in accordance with the Companies Act, the members of the Board being treated as the Directors mentioned in the relevant provisions of the Companies Act.

NOTICES

46. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
47. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Companies Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
48. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

RULES

- 49(1) The Board may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
 - (i) the admission and classification of members of the Company (including the admission of organisations to membership) 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 members;
 - (ii) the conduct of members of the Company in relation to one another, and to the Company's employees;

- (iii) the setting aside of the whole or any part or parts of the Company'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 Board and committees of the Board in so far as such procedure is not regulated by the Articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Board shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT HOWLAND PLEDGER,
Ewell Castle,
Ewell,
Surrey,
Headmaster.

KATHLEEN MAY PRIDE,
Grangeclare,
Epsom Road,
Ewell,
Bursar.

VINCENT PAUL DAVIS,
The Vicarage,
Church Street,
Ewell,
Surrey,
Clerk in Holy Orders.

REGINALD FABRICIUS MATTHEWS,
379 Malden Rd.,
Worcester Park,
Surrey,
Physician.

PHILIP WALLIS COOPER,
329 High Holborn,
London, W.C.1,
Chartered Accountant.

Dated this 6th day of January, 1964.

Witness to the above Signatures -
THOMAS KEITH GARNER,
Chessington Lodge,
Spring St.,
Ewell,
Surrey,
Schoolmaster.

THE COMPANIES ACTS

**Company Limited by Guarantee
and not having a share Capital**

**MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
EWELL CASTLE SCHOOL LIMITED**

Incorporated 22nd January, 1964

No. 788782

INDEX

	PAGE
MEMORANDUM OF ASSOCIATION	1
ARTICLES OF ASSOCIATION	
General	6
General Meetings	7
Proceedings at General Meetings	7
Votes of Members	9
Board of Governors	10
Powers of the Board	10
Secretary	10
The Seal	10
Disqualification of Members of the Board	11
Proceedings of the Board	11
Accounts	12
Audit	13
Notices	13
Rules	13