

Independent Schools Council
1103760

ARTICLES OF ASSOCIATION OF

THE INDEPENDENT SCHOOLS COUNCIL

Adopted by Written Resolution of the Company on 7 November 2008

and amended by Written Resolution of the Company on 29 March 2011



PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the Articles, unless the context requires otherwise—

“Additional Director” means a Director appointed pursuant to Article 19(1)(d),

“Advisory Council” means the council referred to in part 3 of these Articles;

“Affiliate Member” means a person with the status of Affiliate Member under Article 38 and comprises, as at the date of adoption of these Articles, the associations whose names are set out in the Appendix;

“Alternate Councillor” means an Alternate Councillor appointed pursuant to Article 33,

“Alternate Director” means an Alternate Director appointed pursuant to Article 24,

“Articles” means the Company’s Articles of Association,

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales and Northern Ireland which have an effect similar to that of bankruptcy,

“Board” means the Board of Directors of the Company (and the terms “Board meeting” and “Directors’ meeting” are used interchangeably),

“Chairman” means the Chairman of the Company from time to time, which position does not carry with it the right to a vote on any decision of the Board,

“Chief Executive” means the chief executive officer of the Company from time to time,

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company,

“Company” means the Independent Schools Council, Company number 1103760,

“Company Secretary” means the company secretary of the Company from time to time,

“Councillor” means a duly appointed member of the Advisory Council;

“Director” means a director of the Company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form,

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

“Heads’ Association” means each of the following for so long as it is a Member of ISC: IAPS, The Girls’ Schools Association, The Headmasters’ and Headmistresses’ Conference, The Independent Schools Association, and The Society of Headmasters and Headmistresses of Independent Schools;

“Member” has the meaning given in section 112 of the Companies Act 2006 and comprises, as at the date of adoption of these Articles, the associations whose names are set out in the Appendix,

“Member Director” means a Director nominated for appointment pursuant to Article 19(1)(a),

“Ordinary Resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a Directors’ meeting, has the meaning given in Article 12,

“person” includes a body of persons corporate or unincorporated,

“Proxy Notice” has the meaning given in Article 48,

“Special Resolution” has the meaning given in section 283 of the Companies Act 2006,

“Subsidiary” has the meaning given in section 1159 of the Companies Act 2006,

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“Vice Chairman” means the Vice Chairman of the Company from time to time, and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company

Liability of Members

2. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up.

PART 2. BOARD AND DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3. Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

Members' reserve power

4.—(1) The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action

(2) No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution

Directors may delegate

5.—(1) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles—

- (a) to such person or committee,
- (b) by such means (including by power of attorney),
- (c) to such an extent;
- (d) in relation to such matters or territories, and
- (e) on such terms and conditions,

as they think fit

(2) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated

(3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

6.—(1) Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

(2) The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7.—(1) The general rule about decision-making by Directors is that any decision of the Directors must be either a unanimous decision under Article 8 or a majority decision at a meeting.

(2) Subject to the Articles, decisions of the Directors must be taken—

- (a) at a Directors' meeting, or
- (b) in the form of a Directors' written resolution

Unanimous decisions

8.—(1) The Directors take a unanimous decision when they all indicate to each other by any means that they share a common view on a matter

(2) A unanimous decision may take the form of a resolution in writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in writing

Calling a Directors' meeting

9.—(1) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors and to all other persons entitled to attend or by authorising the Company Secretary (if any) to give such notice

(2) Notice of any Directors' meeting must indicate—

- (a) its proposed date and time,
- (b) where it is to take place, and
- (c) if it is anticipated that those participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a Directors' meeting must be given to each Director but need not be in writing.

(4) Notice of a Directors' meeting need not be given to those who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

(5) No fewer than four Directors' meetings shall be held each calendar year

Attendance at Directors' meetings

10.—(1) In addition to each Director, the following persons are entitled to attend a Directors' meetings—

- (a) the Chief Executive,
- (b) the Company Secretary,
- (c) the general secretary (or equivalent) of a Member where the business of the meeting particularly affects that Member,
- (d) the general secretary (or equivalent) of an Affiliate Member where the business of the meeting particularly affects that Affiliate Member,
- (e) the chairman or chief inspector of the Independent Schools Inspectorate where the business of the meeting particularly affects the Independent Schools Inspectorate;
- (f) an Alternate Director, and
- (g) such other attendees as determined by the Chairman

(2) The inadvertent failure to invite to, or include at, a Directors' meeting any person who might be entitled to attend pursuant to paragraph (1) does not affect the validity of the meeting, or of any business conducted at it

Secretaries' meetings

11.—(1) The Chief Executive shall call a secretaries' meeting by giving notice to the persons entitled to attend or by authorising the Company Secretary (if any) to give such notice

(2) Persons entitled to attend a secretaries' meeting include—

- (a) the Chief Executive;
- (b) the Company Secretary,
- (c) the general secretary (or equivalent) of each Member,
- (d) the general secretary (or equivalent) of an Affiliate Member,
- (e) the chairman or chief inspector of the Independent Schools Inspectorate; and
- (f) such other attendees as determined by the Chief Executive.

(3) The purpose of the pre-meeting will be:

- (a) to inform the attendees of, and take views from the attendees on, the business to be discussed at the next following Directors' meeting, and
- (b) to inform the attendees of the business discussed at the previous Directors' meeting,

and the secretaries' meeting shall be convened for such date as to ensure that there is proper time to allow the Chief Executive to consider the views expressed at the secretaries' meeting prior to the next following Directors' meeting

Participation in Directors' meetings

12.—(1) Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the Articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

(3) If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for Directors' meetings

13.—(1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

(2) The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than five, and unless otherwise fixed it is five, of whom a majority must be Member Directors

(3) If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to call a general meeting so as to enable the Members to appoint further Directors. Further Directors may only be appointed in compliance with Article 19 and 20

Chairing of Directors' meetings

14.—(1) The Chairman shall chair all Directors' meetings

(2) If the Chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the Vice Chairman shall chair the meeting

(3) If neither the Chairman nor the Vice Chairman is participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it

Casting vote

15.—(1) If the numbers of votes for and against a proposal are equal, the Chairman, Vice Chairman or other Director chairing the meeting does not have a casting vote.

Conflicts of interest

16.—(1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes

(2) For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting

(3) Subject to paragraph (4), if a question arises at a meeting of Directors or of a committee as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting whose ruling in relation to any Director other than the Chairman is to be final and conclusive

(4) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman of the meeting, the question shall be decided by a decision of the Directors at that meeting, for which purpose the Chairman of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

Records of decisions to be kept

17. The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

Directors' discretion to make further rules

18. Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

APPOINTMENT OF DIRECTORS

Composition of the Board

19.—(1) The Board shall comprise the following Directors—

- (a) in respect of each Member which is a Heads' Association, two persons nominated by that Member for appointment as a Director and in respect of each Member which is not a Heads' Association, one person nominated by that Member for appointment as a Director,
- (b) the Chairman,
- (c) the Vice Chairman, and
- (d) no more than three Additional Directors appointed by a decision of the Directors

Methods of appointing Directors

20 —(1) Subject to Article 19, any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director—

- (a) by Ordinary Resolution, or
- (b) by a decision of the Directors

(2) The term of appointment for each Director shall be a non-renewable term of no more than three years, although the Board may vary this for individual Directors on such terms as they see fit

Termination of Director's appointment

21. A person ceases to be a Director as soon as—

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law,
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (f) notification is received by the Company from the Director that the Director is resigning or retiring from office, and such resignation or retirement has taken effect in accordance with its terms,
- (g) notification is received by the Company from the Member who nominated the Director for appointment that the Member has revoked the nomination, whether or not the Member nominates another person for appointment in his or her place;
- (h) the Member who appointed the Director has ceased to be a Member

Directors' remuneration

22.—(1) Directors may undertake any services for the Company that the Directors decide.

(2) Directors are entitled to such remuneration as the Directors determine—

- (a) for their services to the Company as Directors, and
- (b) for any other service which they undertake for the Company

(3) Subject to the Articles, a Director's remuneration may—

- (a) take any form, and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.

(4) Unless the Directors decide otherwise, Directors' remuneration accrues from day to day

(5) Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's Subsidiaries or of any other body corporate in which the Company is interested

Directors' expenses

23. The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at—

- (a) meetings of Directors or committees of Directors, or
- (b) general meetings

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

ALTERNATE DIRECTORS

Appointment and removal of Alternate Directors

24.—(1) Any Director may appoint as his Alternate Director any other Director, or any other person, to—

- (a) exercise that Director's powers, and
- (b) carry out that Director's responsibilities,

in relation to the taking of decisions by the Directors in the absence of the Alternate Director's appointor

(2) Any appointment or removal of an Alternate Director must be effected by notice to the Company signed by the appointor, or in any other manner approved by the Directors

(3) The notice must—

- (a) identify the proposed Alternate Director, and
- (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he or she is willing to act as the Alternate Director of the appointor

Rights and responsibilities of Alternate Directors

25.—(1) An Alternate Director has the same rights, in relation to any Directors' meeting or Directors' written resolution, as the Alternate Director's appointor

(2) Except as the Articles specify otherwise, Alternate Directors—

- (a) are deemed for all purposes to be Directors,
- (b) are liable for their own acts and omissions,
- (c) are subject to the same restrictions as their appointors, and
- (d) are not deemed to be agents of or for their appointors

(3) A person who is an Alternate Director but not a Director—

- (a) must be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and
- (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor)

(4) An Alternate Director is not entitled to receive any remuneration from the Company for serving as an Alternate Director

Termination of Alternate Directorship

26. An Alternate Director's appointment terminates—

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- (a) when the Alternate Director's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,
- (b) on the occurrence in relation to the Alternate Director of any event which, if it occurred in relation to the appointor, would result in the termination of the appointor's appointment as a Director,
- (c) on the death of the Alternate Directors's appointor; or
- (d) when the Alternate Director's appointor's appointment as a Director terminates

PART 3 ADVISORY COUNCIL

ROLES AND RESPONSIBILITIES

Advisory Council

27.—(1) The role of the Advisory Council is to oversee the strategic direction of the Company.

(2) The Advisory Council is empowered and shall be entitled to

- (a) receive the Chairman's six monthly report,
- (b) review and advise on the Company's long term strategic plan,
- (c) review and advise on objectives included in the Company's annual business plan, and
- (d) review and advise on the Company's financial position

APPOINTMENT OF ADVISORY COUNCIL

Composition of the Advisory Council

28.—(1) The Advisory Council shall comprise the following Councillors—

- (a) in respect of each Member, two persons appointed by that Member as a Councillor,
- (b) in respect of each Affiliate Member, one person appointed by that Affiliate Member as a Councillor,
- (c) the Chairman, and
- (d) the Vice Chairman

(2) Any appointment or removal of a Councillor (other than the Chairman or the Vice Chairman) must be effected by notice to the Company signed by the Member or Affiliate Member, as the case may be

Termination of Councillor's appointment

29. A person ceases to be a Councillor as soon as—

- (a) that person is prohibited from being a Director by law,
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Councillor and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (f) notification is received by the Company from the Councillor that the Councillor is resigning or retiring, and such resignation or retirement has taken effect in accordance with its terms,

- (g) notification is received by the Company from the person who appointed the Councillor that the person has revoked the appointment of the Councillor, whether or not the person appoints a Councillor in his or her place,
- (h) the person who appointed the Councillor has ceased to be a Member or an Affiliate Member

RULES OF PROCEDURE

Calling an Advisory Council meeting

30.—(1) Any Councillor may call an Advisory Council meeting by giving notice of the meeting to the Councillors and to all other persons entitled to attend or by authorising the Company Secretary (if any) to give such notice

(2) Notice of any Advisory Council meeting must indicate—

- (a) its proposed date and time,
- (b) where it is to take place, and
- (c) if it is anticipated that those participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

(3) Notice of an Advisory Council meeting must be given to each Councillor but need not be in writing

(4) Notice of an Advisory Council meeting need not be given to those who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

(5) No fewer than two Advisory Council meetings shall be held each calendar year

Attendance at Advisory Council meetings

31.—(1) In addition to each Councillor, the following persons are entitled to attend Advisory Council meetings—

- (a) the Chief Executive;
- (b) the Company Secretary,
- (c) the chairman or chief inspector of the Independent Schools Inspectorate,
- (d) an Alternate Councillor, and
- (e) such other attendees as determined by the Chairman

(2) The inadvertent failure to invite to, or include at, an Advisory Council meeting any person who might be entitled to attend does not affect the validity of the meeting, or of any business conducted at it

Other rules of procedure

32.—(1) The Advisory Council must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors, including provisions relating to the chairing of meetings and quorum and voting requirements at meetings

(2) The Directors may make rules of procedure for the Advisory Council, which prevail over rules derived from the Articles if they are not consistent with them

ALTERNATE COUNCILLORS

Appointment and removal of Alternate Councillors

33.—(1) Any Councillor may appoint as his Alternate Councillor any other person, to—

- (a) exercise that Councillor's powers, and
- (b) carry out that Councillor's responsibilities,

in relation to the taking of decisions by the Councillors in the absence of the Alternate Councillor's appointor

(2) Any appointment or removal of an Alternate Councillor must be effected by notice to the Company signed by the appointor, or in any other manner approved by the Directors

Rights of Alternate Councillor

34.—(1) An Alternate Councillor has the same rights in relation to any Advisory Council meeting as the Alternate Councillor's appointor

Termination

35. An Alternate Councillor's appointment terminates—

- (a) when the Alternate Councillor's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
- (b) on the occurrence in relation to the Alternate Councillor of any event which, if it occurred in relation to the appointor, would result in the termination of the appointor's appointment as a Councillor,
- (c) on the death of the Alternate Councillor's appointor, or
- (d) when the Alternate Councillor's appointor's appointment as a Councillor terminates.

PART 4 MEMBERS AND AFFILIATE MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for Membership

36.—(1) No person shall become a Member of the Company unless—

- (a) that person has completed an application for Membership in a form approved by the Directors, and
- (b) the Directors have approved the application

(2) The Directors may approve the application on such terms as they see fit, including whether the person applying to become a Member shall be entitled to nominate for appointment a Director and/or to appoint one or more Councillor.

(3) As at the date of adoption of these Articles, the Members comprise those associations whose names are set out in the Appendix

Termination of Membership

37.—(1) A Member may withdraw from Membership of the Company by giving six months' notice to the Company in writing

- (2) Membership is not transferable

BECOMING AND CEASING TO BE AN AFFILIATE MEMBER

Applications for Affiliate Membership

38.—(1) No person shall become an Affiliate Member of the Company unless—

- (a) that person has completed an application for Affiliate Membership in a form approved by the Directors, and
- (b) the Directors have approved the application

(2) The Directors may approve the application on such terms as they see fit, including whether the person applying to become an Affiliate Member shall be entitled to appoint a Councillor.

(3) As at the date of adoption of these Articles, the Affiliate Members comprise those associations whose names are set out in the Appendix

Termination of Affiliate Membership

39.—(1) The Directors may terminate the Affiliate Membership of an Affiliate Member if, in the Directors' opinion, the Affiliate Member is no longer pursuing aims or objectives which are similar to the aims and objectives of the Company. Termination of Affiliate Membership shall be effective immediately upon the Directors' decision

(2) An Affiliate Member may withdraw from Affiliate Membership of the Company by giving six months' notice to the Company in writing

- (3) Affiliate Membership is not transferable.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

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

(2) A person is able to exercise the right to vote at a general meeting when—

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

(3) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other

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

Quorum for general meetings

41. No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum is five Members present in person or by proxy

Chairing general meetings

42.—(1) The Chairman shall chair general meetings if present and willing to do so.

(2) If the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Vice Chairman shall chair the meeting if present and willing to do so

(3) If neither the Chairman nor the Vice Chairman is willing to chair the meeting or is present within ten minutes of the time at which a meeting was due to start—

- (a) the Directors present, or
- (b) (if no Directors are present), the meeting,

must appoint a Director, Member or the Company Secretary to chair the meeting, and the appointment of the Chairman of the meeting must be the first business of the meeting.

(4) The person chairing a meeting in accordance with this Article is referred to as "the Chairman of the meeting"

Attendance and speaking at general meetings

43.—(1) Members and Affiliate Members may attend and speak at general meetings

(2) Directors may attend and speak at general meetings, whether or not they are Members.

(3) The Chairman of the meeting may permit other persons who are not—

- (a) Members or Affiliate Members of the Company, or
- (b) otherwise entitled to exercise the rights of Members or Affiliate Members in relation to general meetings,

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to attend and speak at a general meeting

Adjournment

44.—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it

(2) The Chairman of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

(3) The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

(4) When adjourning a general meeting, the Chairman of the meeting must—

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

Voting: general

45. A resolution put to the vote of a general meeting must be decided on a show of hands of Members unless a poll is duly demanded in accordance with the Articles. No Affiliate Member has a right to vote on a resolution at a general meeting or demand a poll

Errors and disputes

46.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

(2) Any such objection must be referred to the Chairman of the meeting whose decision is final

Poll votes

47 —(1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or

- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by—
 - (a) the Chairman of the meeting,
 - (b) the Directors, or
 - (c) two or more persons having the right to vote on the resolution
- (3) A demand for a poll may be withdrawn if—
 - (a) the poll has not yet been taken, and
 - (b) the Chairman of the meeting consents to the withdrawal
- (4) Polls must be taken immediately and in such manner as the Chairman of the meeting directs

Content of Proxy Notices

- 48.—**(1) Proxies may only validly be appointed by a notice in writing (a “Proxy Notice”) which—
- (a) states the name and address of the Member appointing the proxy,
 - (b) identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- (2) The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (4) Unless a Proxy Notice indicates otherwise, it must be treated as—
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of Proxy Notices

- 49.—**(1) A person who is entitled to attend, speak and vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person
- (2) An appointment under a Proxy Notice may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

Amendments to resolutions

- 50.—**(1) An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if—

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- (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution
- (2) A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if—
- (a) the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- (3) If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution

PART 5. ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

51.—(1) Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

(2) Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being

(3) A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

52.—(1) Any common seal may only be used by the authority of the Directors

(2) The Directors may decide by what means and in what form any common seal is to be used

(3) Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

(4) For the purposes of this Article, an authorised person is—

- (a) any Director of the Company;
- (b) the Company Secretary (if any), or
- (c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied

No right to inspect accounts and other records

53. Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member

Provision for employees on cessation of business

54. The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its Subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that Subsidiary

Indemnity and insurance

55.—(1) Subject to paragraph (2), a relevant officer of the Company or an associated Company may be indemnified out of the Company's assets against—

- (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company, or

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(b) any other liability incurred by that officer as an officer of the Company or an associated company

(2) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

(4) In this Article—

(a) companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate,

(b) a “relevant officer” means any Director, former Director or other officer of the Company or an associated company (but not its auditor), and

(c) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer’s duties or powers in relation to the Company or any associated company

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APPENDIX

Members as at the date of adoption of these Articles

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

Affiliate Members as at the date of adoption of these Articles

- Scottish Council of Independent Schools
- Boarding Schools Association