

The Companies Act 1985 ("the Act")
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
WRITTEN RESOLUTION

OF

INDEPENDENT SCHOOLS COUNCIL
Company No: 1103760
("the Company")

Pursuant to Regulation 60 of the Articles
of Association of the Company

Passed on the 21st June 1999

*Certified a true
and complete copy
of the original
resolution in two
pages with articles
of association
on record.*

*Braden & Co
5 "Highway" 1999*

We, the undersigned for and on behalf of Independent Schools Council being all the members of the Company entitled to attend and vote at general meetings of the Company hereby resolve, pursuant to Regulation 60 of the Articles of Association of the Company, the following written resolution to take effect as a special resolution:-

SPECIAL RESOLUTION

1. THAT the draft regulations produced to the meeting and initialled by the chairman of the Company for the purposes of identification and now annexed hereto be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.

Signed:

J.P. SABBEN - CLARE
J.P. SABBEN - CLARE

J.H. DUNSTON
J.H. DUNSTON.

DL BUTTERWORTH
DL BUTTERWORTH

J.R. HAWKINS
J.R. HAWKINS

MICHAEL M EDWARDS
MICHAEL M EDWARDS.

THOMAS DAVID FARRELL
THOMAS DAVID FARRELL



Signed:

Rosanne K. Muirgrave

ROSANNE K. MUIRGRAVE

Wanda J. Warrington

WANDA J. WARRINGTON

D.S. Williamson

D.S. WILLIAMSON

William Organ
(WGF ORGAN)

J.L. Wade

ME Carter-Pearl
(ME CARTER-PEARL)

I.D.S. Beer

I. D. S. BEER

C.C. Evers

C. C. EVERS

R. J. Acheson

R. J. ACHESON

P. F. J. Tobin

P. F. Tobin

Original initialed
"IDS B"

Bircham & Co.

THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

- of -

INDEPENDENT SCHOOLS COUNCIL

(Adopted by Special Resolution
passed 21 June 1999)

BIRCHAM & CO.

SOLICITORS

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

INDEPENDENT SCHOOLS COUNCIL

(Adopted by Special Resolution
passed June 1999)


GENERAL

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

WORDS

MEANINGS

The Act	The Companies Act 1985.
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 Chairman	The Chairman for the time being of the Company appointed pursuant to Article 41
The Finance Committee	The Finance Committee for the time being appointed pursuant to Article 57
The General Secretary	The General Secretary for the time being of the Company appointed pursuant to Article 48

The Governing Council	The Governing Council for the time being of the Company appointed pursuant to Article 36.
ISIS	The organisation for supplying information and public relations services relating to independent schools at the date of adoption of these Articles known as the Independent Schools Information Service.
The Office	The registered office of the Company.
The Principal Committees	Any committee or committees designated as a Principal Committee for the time being by or pursuant to Article 57
The Seal	The Common Seal of the Company.
The Treasurer	Any Treasurer for the time being of the Company appointed pursuant to Article 50
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.

The word “member” or “members” shall not unless the context so requires include an Honorary Member or Honorary Members.

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 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 meaning in these Articles.

2. For the purpose of registration the number of the Members of the Company was taken to be unlimited.
3. The provisions of Section 352 of the Act shall be observed by the Company, and 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.
4. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

5. The members of the Company shall be such persons nominated pursuant to the provisions of Article 6 as the Governing Council shall subject to the following provisions of these Articles admit to membership.
6. The following named bodies (together referred to as "the Constituent Associations") shall have the right to nominate the respective numbers of persons for election as members of the Company as are set out below:

the Governing Bodies Association (G.B.A.), ^{two}~~three~~ persons;

the Governing Bodies of Girls Schools' Association (G.B.G.S.A.), ^{two}~~three~~ persons;

the Headmasters' and Headmistresses' Conference (H.M.C.), two persons;

the Girls' Schools Association (G.S.A.), two persons;

the Society of Headmasters and Headmistresses of Independent Schools (S.H.M.I.S.), two persons;

the Incorporated Association of Preparatory Schools (I.A.P.S.), three persons;

the Independent Schools Association (I.S.A.), two persons;

the Independent Schools Bursars' Association (I.S.B.A.), two persons.

In addition such other persons or bodies interested in independent education and desirous of promoting the objects of the Company as the Governing Council shall from time to time approve may each nominate one person for election as a member of the Company.

7. Every person nominated for election as a member of the Company must make application in writing in such form as may from time to time be prescribed by the Governing Council, and the signature thereof by or on behalf of the applicant shall be deemed to be an agreement by him to be bound by the Memorandum and Articles of Association of the Company, and any alteration from time to time made therein and any regulations, and bye-laws from time to time made by the Company.
8. The Governing Council shall have full and absolute power and authority to refuse any such application without assigning any reason for such refusal.
9. A person may terminate his membership of the Company by giving to the Company notice in writing to that effect in such form as the Governing Council shall require.
10. Any body which has nominated any person as its representative as aforesaid may from time to time revoke the nomination of such person and, subject to the provisions hereinafter contained, nominate another representative in his place. Upon receipt by the Governing Council of any such revocation, such person shall ipso facto cease to be a member of the Company or to act or be recognised as the representative of such body, and any person nominated in his place shall, subject to the provisions of these Articles, be and become as the representative of such body

a member of the Company in the place of the representative whose nomination has been revoked as aforesaid. A representative member shall as between him and the Company be entitled to exercise all the rights and privileges and be subject to all the obligations and liabilities of membership.

11. Any member who shall, in the opinion of the Governing Council, be acting inconsistently with the objects of the Company or be otherwise unsuitable for membership may be excluded from the Company by resolution of a majority of at least three-fourths of the members of the Governing Council present and voting at a special meeting of the Governing Council convened for the purpose of considering the same. The Governing Council shall not be bound to give any reason for its decision. No such resolution shall be passed or have any validity or effect unless the member concerned has been given at least twenty-one days notice of the meeting at which the resolution is considered and afforded an opportunity of being heard. The Company in General Meeting may by Special Resolution passed within twelve months after the resolution for the exclusion of a member annul the exclusion.
12. The foregoing provisions as to termination of membership and exclusion of members shall apply, mutatis mutandis, in respect of the right to nominate a representative of any body and if and when any such body shall have ceased to have such right to nominate a representative the membership of any person nominated by such body shall ipso facto cease.

AFFILIATION

13. The Governing Council may from time to time elect such national or regional bodies having the same or similar objects as the Company to be affiliates of the Company as it shall think fit.
14. Affiliates shall be entitled to receive a copy of the annual report of the Governing Council and to receive notice of and attend by a representative general meetings of the Company.

15. Neither affiliates nor their representatives shall have the right to speak or vote at any general meeting and they shall not be counted in the quorum.
16. The omission to send any annual report or any notice of general meeting to any affiliate shall not affect the validity of any proceedings of the Governing Council or the Company.

GENERAL MEETINGS

17. 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 Governing Council and shall specify the Meeting as such in the notices calling it provided that every Annual General Meeting shall be held not more than 15 months after the holding of the last preceding Annual General Meeting.
18. All General Meetings, other than Annual General meetings, shall be called Extraordinary Meetings.
19. The Governing Council may whenever it thinks fit convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
20. Twenty one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice 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 hour of meeting and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to the Auditors of the Company and to such persons as are, under these Articles or under the Act, entitled to receive such notices from the Company; but with the consent of all the Members entitled to receive notices thereof, or of such

proportion thereof as is prescribed by the 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.

21. 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 had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the election of the Chairman, the consideration of the income and expenditure account and balance sheet and the reports of the Governing Council and of the Auditors, the appointment and fixing of the remuneration of the Auditors.
23. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as hereinafter otherwise provided, five members personally present and entitled to vote shall be a quorum.
24. 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 Chairman shall appoint 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.
25. The Chairman of the Company 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, one of the Deputy Chairmen (if any) shall preside and if neither be

present or willing to preside the members present shall choose some member of the Governing Council, or if no such member be present, or if all the members of the Governing Council decline to take the chair, they shall choose some member of the Company who shall be present to preside.

26. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a 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 any 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.
27. 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 on the declaration of the result of the show of hands) demanded (a) by the chairman of the meeting, or (b) by at least three members present and entitled to vote, or (c) by any member or members present and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority or lost, 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 such resolution. The demand for a poll may be withdrawn.
28. Subject to the provisions of Article 29, if a poll be demanded in manner aforesaid, it shall be taken at such time (within fourteen days) 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.
29. No poll shall be demanded on the election of a chairman of a meeting.

30. 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.
31. The demand for 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

32. Every member shall have one vote.
33. Save as herein expressly provided, no person other than a member duly registered, in respect of whose membership every subscription and other sum (if any) which shall be due and payable to the Company shall have been paid, shall be entitled to be present and to vote on any question at any General Meeting, but any accidental omission to enforce this provision shall not invalidate any resolutions.
34. A member representing a body having the right to nominate a representative member pursuant to Article 6 may, by writing under his hand, authorise such person as he thinks fit to act as his representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the body which he represents as that member could exercise if he had been personally present.

FINANCIAL CONTRIBUTIONS

35. The Governing Council may from time to time call for such financial contributions from the Members and/or the Constituent Associations and/or such other persons as they shall think fit.

THE GOVERNING COUNCIL

36. There shall be appointed a council to be the governing council of the Company in accordance with the provisions of these Articles. Unless otherwise determined by the Company in General Meeting the number of members of the Governing Council shall not be less than nine. Notwithstanding any other provisions of these Articles, no person shall be eligible to be appointed or to be reappointed as a Member of the Governing Council or (for the avoidance of doubt) Chairman or Deputy Chairman who has attained the age of 70 years.

37. The members of the Governing Council shall be:-

Two persons to be nominated by the Governing Bodies Association (G.B.A.)

Two persons to be nominated by the Governing Bodies of Girls' Schools Association (G.B.G.S.A.)

Two persons to be nominated by the Society of Headmasters and Headmistresses of Independent Schools (S.H.M.I.S.)

Two persons to be nominated by the Headmasters' and Headmistresses' Conference (H.M.C.)

Three persons to be nominated by the Incorporated Association of Preparatory Schools (I.A.P.S.)

Two persons to be nominated by the Girls' Schools Association (G.S.A.)

Two persons to be nominated by the Independent Schools (I.S.A..)

Two persons to be nominated by the Independent Schools Bursars' Association (I.S.B.A.)

The Chairman for the time being of each of the Principal Committees.

38. The persons who may be nominated by the bodies referred to in the last preceding Article shall be nominated at least fourteen days before the Annual General Meeting of the Company in each year and shall take office at the close of that meeting and hold the same (subject to Article 52) until the close of the next Annual General Meeting. The letter or other instrument of nomination shall be sent to the General Secretary of the Company. If any nomination shall not be so made the persons (if any) nominated (or last nominated) during the then current year by the said bodies respectively shall, if willing to act, be deemed to have been nominated for the ensuing year. At least twenty eight days notice shall be given to each of the said bodies. Any casual vacancy amongst the nominated members may be filled by the body by whom the Member whose place has become vacant was nominated.
39. The Governing Council shall have power at any time to co-opt as a member of the Governing Council:
- (a) one representative of the Scottish Council of Independent Schools as they think fit, provided that such member shall not be entitled to vote on any business of the Governing Council;
 - (b) up to three other persons as they think fit.

Any person so co-opted shall hold office (subject to Article 52) until the close of the next Annual General meeting.

40. The General Secretary, the Deputy General Secretary and the Treasurer shall be entitled to receive notice of and attend meetings of the Governing Council but shall not be entitled to vote.

CHAIRMAN AND DEPUTIES

41. The Company shall from time to time elect a Chairman in accordance with the provisions of these Articles.
42. The Company may in addition from time to time elect up to two Deputy Chairmen in accordance with the provisions of these Articles. Such Deputy Chairmen shall exercise the powers and discharge the duties of the Chairman in his absence or in any circumstances where the Chairman is unable or unwilling to act or such other powers and duties as the Company may specify being not inconsistent with these Articles. Where there is more than one Deputy Chairman the Company may determine at any time that one only of the Deputy Chairmen shall exercise the powers and discharge the duties of Chairman as aforesaid at any one time and shall nominate one of the Deputy Chairmen for that purpose and the other Deputy Chairman shall then so act only if the Deputy Chairman so nominated shall be absent or unable or unwilling to act as aforesaid.
43. The Chairman and any Deputy Chairman shall be elected from among the persons who are at the date of their nomination a member of one of the Constituent Associations or a governor, headmaster, headmistress or bursar of a school which is a member of one of the Constituent Associations. Nominations for the election of such officers must be received by the General Secretary fourteen days in advance of the date fixed for the election.
44. The nomination of a person who is not a Member of the Governing Council shall not be invalid by reason of that fact and any person who is elected Chairman or Deputy Chairman and who is not a Member of the Governing Council shall upon his election ipso facto become a Member of the Governing Council and shall hold office (subject to Article 52) until the close of the next Annual General Meeting.
45. The office of Chairman and Deputy Chairman shall be vacated if for any reason the person holding such office shall cease to be a Member of the Governing Council.

POWERS OF THE GOVERNING COUNCIL

46. The control and management of the Company shall be vested in the Governing Council who 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 Governing Council which would have been valid if such regulation had not been made.
47. The Members for the time being of the Governing Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Governing Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Governing Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting but not for any other purpose.

GENERAL SECRETARY, NATIONAL DIRECTOR OF ISIS AND TREASURER

48. A General Secretary shall be appointed by the Governing Council for such time and at such remuneration and upon such conditions as the Governing Council may think fit and any General Secretary so appointed may be removed by the Governing Council. The provisions of Sections 283 and 284 of the Act shall apply and be observed in relation to the General Secretary. The Governing Council shall from time to time by Resolution appoint a Deputy General Secretary, and any person so appointed shall ex officio be the National Director of ISIS and may act in place of

the General Secretary if there be no General Secretary, or no General Secretary capable of acting. The Governing Council may from time to time by Resolution appoint a Joint National Director of ISIS to act jointly with the National Director of ISIS.

49. The General Secretary shall be responsible for carrying out the decisions of the Governing Council and for the administration of the general business of the Company and the Governing Council may delegate to the General Secretary from time to time such powers and other duties as it shall think fit being not inconsistent with these Articles.
50. A Treasurer may be appointed by the Governing Council for such time and at such remuneration and upon such conditions as the Governing Council may think fit and any Treasurer so appointed may be removed by the Governing Council.

THE SEAL

51. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Governing Council and in the presence of at least two members of the Governing Council or of one member of the Governing Council and the General Secretary and the said members and/or the General 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 GOVERNING COUNCIL

52. The office of a member of the Governing Council shall be vacated:
 - (a) If a receiving order is made against him or if he makes any arrangement or composition with his creditors;

- (b) If he becomes of unsound mind;
- (c) If by notice in writing to the Company he resigns his office;
- (d) If he ceases to hold office by reason of the provisions of Section 303, or, of any order made, under Section 295 of the Act;
- (e) If he absents himself from its meetings without the special leave of the *Governing Council for a continuous period or more than six months*, and the Governing Council passes a resolution that he has by reason of such absence vacated office.
- (f) If by a resolution passed by a four-fifths majority of the Governing Council present at a meeting at which not less than two-thirds of the members of the Governing Council shall be present he is removed from office.

PROCEEDINGS OF THE GOVERNING COUNCIL

- 53. The Governing Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Company in General Meeting, at least six meetings of the Governing Council shall take place in each year and ten members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall be entitled to a second or casting vote.
- 54. Any five members of the Governing Council may, and on the request of any five members of the Governing Council the General Secretary shall, at any time, summon a meeting of the Governing Council by notice served upon the several members of the Governing Council. A member of the Governing Council who is absent from the United Kingdom, shall not be entitled to notice of a meeting.

55. The Chairman shall be entitled to preside at all meetings of the Governing Council at which he shall be present. If at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside one of the Deputy Chairmen (if any) shall preside or if there be none present or willing, the members of the Governing Council shall choose one of their number to be Chairman of the meeting.
56. A meeting of the Governing Council duly convened 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 Governing Council generally.
57. The Governing Council may delegate any of its powers to committees whether or not consisting of members of the Governing Council as it shall think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed upon it by the Governing Council so far as they are not inconsistent with these Articles. 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 Governing Council so far as applicable and so far as the same shall not be superseded by any regulation made by the Governing Council as aforesaid. The Governing Council may from time to time designate each of up to three committees of the Governing Council as a Principal Committee in addition to the Finance Committee and (save in relation to the Finance Committee) may from time to time withdraw such designation as it shall think fit. Notwithstanding the other provisions of this Article the Governing Council shall appoint a Finance Committee pursuant to this Article and the Finance Committee shall at all times be a Principal Committee.
58. All acts bona fide done by any meeting of the Governing Council or by any committee of the Governing Council, or by any person acting as a member of the Governing Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be member of the Governing Council.

59. The Governing Council shall cause proper minutes to be made of all appointments of officers made by the Governing Council and of the proceedings of all meetings of the Company and of the Governing Council, and of Committees of the Governing Council, 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 such next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
60. A resolution in writing signed by all the members for the time being of the Governing Council or of any committee of the Governing Council who are entitled to receive notice of a meeting of the Governing Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Governing Council or of such committee duly convened and constituted.

ALTERNATE MEMBERS OF THE GOVERNING COUNCIL.

61. Each Member of the Governing Council may at any time appoint any other person who may be another Member of the Governing Council to act as an alternate Member of the Governing Council (hereinafter called an alternate) at such meeting or meetings or in such proceedings or on such occasion or occasions or for such period as he shall specify or generally on all occasions when he shall not himself act, and where such alternate is appointed generally as aforesaid may terminate such appointment at any time. Every appointment and removal of an alternate shall be by notice by the appointor to the Chairman or the General Secretary and shall take effect upon the giving of such notice.
62. An alternate so appointed shall not be entitled to appoint an alternate, but shall otherwise be subject to the provisions of these Articles with respect to Members of the Governing Council. An alternate shall during his appointment be an officer, of the Company and shall not be deemed to be an agent of his appointor.

63. An alternate shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Governing Council and of any committee of the Governing Council of which his appointor is a member and to attend and to vote as a Member of the Governing Council at any such meeting, but without prejudice to the rights of the appointor to receive notices of and to attend and vote at meetings of the Governing Council and of any committee of the Governing Council of which he is a member, and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties of his appointor as a Member of the Governing Council and to receive notice of all general meetings.
64. The appointment of an alternate shall automatically determine on the happening of any event which, if he were a Member of the Governing Council, would cause him to vacate such office or if his appointor shall cease for any reason to be a Member of the Governing Council.
65. A Member of the Governing Council or any other person may act as an alternate to represent more than one Member of the Governing Council and an alternate shall be entitled at meetings of the Governing Council or any committee of the Governing Council to one vote for every Member of the Governing Council whom he represents in addition to his own vote (if any) as a Member of the Governing Council, and shall be counted towards a quorum accordingly.
66. An alternate shall not be counted in determining the minimum or maximum number of Members of the Governing Council for the time being permitted by or pursuant to these Articles.

THE JOINT ISC/ISIS OFFICE

67. The Governing Council shall establish an ISC/ISIS Joint Office (“the Joint Office”) for the purpose of enabling the General Secretary to carry out the administration of the affairs of the Company and to enable the General Secretary

to perform his functions. The functions of the Joint Office shall be managed and directed subject to the other provisions of these articles, by the General Secretary, the National Director of ISIS and any Joint National Director of ISIS. Within the Joint Office the management and direction of the administration of the Independent Schools Information Service shall be the responsibility of the National Director of ISIS.

68. The Director of National ISIS shall work in close association with the representatives and officers of Regional ISIS, particularly those of ISIS Wales and of London and SE ISIS.

LONDON AND SOUTH EAST ISIS COMMITTEE

- 69 There shall be appointed a committee to be known as the London and South East ISIS Committee ("the LSE Committee") which shall represent the interests of ISC schools in the London and South East Region.
- 70 A member of the LSE Committee must be a representative of a school which is at the time of his appointment a member of one of the Constituent Associations and is located in the London and South East Region.
- 71 The LSE Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. At least two meetings of the LSE Committee shall take place in each year and six members in addition to the Chairman (to be appointed pursuant to Article 73) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman of the LSE Committee shall be entitled to a second or casting vote.
- 72 Any five members of the LSE Committee may, and on the request of any five members of the LSE Committee the Regional Director to be appointed pursuant to Article 74) of the LSE Committee shall, at any time, summon a meeting of the

Committee by notice served upon the several members of the Committee.

- 73 The Committee shall elect a Chairman who is or shall have been a member of the LSE Committee. His term of office shall be three years and he shall not be eligible for re-election for a year following the date on which his term of office expires. The Chairman of the LSE Committee shall sit as a member of the ISC Finance Committee.
- 74 A director ("the LSE Director") shall be appointed by the LSE Committee, subject to the approval of the Governing Council, for such time and at such remuneration and upon such conditions as the LSE Committee may think fit and any Director so appointed may be removed by the LSE Committee. The LSE Committee may delegate to the LSE Director from time to time such powers and duties as it shall think fit being not inconsistent with these Articles.
- 75 A meeting of the LSE Committee duly convened at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the LSE Committee.
- 76 The LSE Committee shall cause proper minutes to be made of all appointments of officers made by the LSE Committee and of the proceedings of all meetings of the LSE Committee, 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 such next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 77 A resolution in writing signed by all the members for the time being of the LSE Committee who are entitled to receive notice of a meeting of the LSE Committee shall be as valid and effectual as if it had been passed at a meeting of the LSE Committee duly convened and constituted.
- 78 In this Article "the Fund" means the LSE Committee Fund comprising certain assets transferred to the Company by Independent Schools Information Service

(London and South East) Limited pursuant to an agreement dated 10th May 1999 and any additions to that fund pursuant to Article 81 or otherwise. The LSE Committee shall determine how the assets in the Fund may be used, but shall in no event incur any liabilities that would exceed the value of the assets in the fund.

- 79 The LSE Committee shall prepare an annual budget which shall be approved by the members of the LSE Committee ("the LSE Budget") submitted to the Finance Committee for discussion and presented to the Governing Council, for its approval (which shall not be unreasonably withheld).
- 80 Without prejudice to the obligations of the company in relation to the preparation of accounts in compliance with the requirements of the Act the Company shall prepare a separate account of the income and expenditure of the Company attributable to the business of the LSE Committee and a separate balance sheet of the assets and liabilities of the Company attributable to the business of the LSE Committee including (but not limited to) the Fund
- 81 The LSE Committee will seek to raise through subscriptions paid by its member schools funds sufficient to defray the expenses of the LSE Committee contemplated by the LSE Budget for that year and such funds shall be added to and form part of the fund.
- 82 The Chairman and Director of the LSE Committee shall in each year deliver and present to the Governing Council a report on the activities of the LSE Committee.
- 83 None of the provisions of these Articles 69 to 83 may be altered without the consent in writing of the LSE Committee.

ANNUAL REPORT

- 84 The Governing Council shall in every year cause to be prepared and printed a report of the work carried on by the Company during the preceding year.

ACCOUNTS

85 The Governing Council 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.

86 The books of account shall be kept at the office or at such other place or places as the Governing Council shall think fit, and shall always be open to the inspection of the members of the Governing Council.

87 The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Company or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of members at all reasonable times during business hours.

88 At the Annual General Meeting in every year the Governing Council shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper balance sheet made up to the same date. Every such balance sheet shall be accompanied by proper reports of the Governing Council 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 be sent to all persons entitled to receive notices of *General Meetings in the manner in which the notices are hereinafter directed to be served*. The Auditors' Report shall be read before the Company in General Meeting as required by Section 241 of the Act.

- 89 Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 389 of the Act, the members of the Governing Council being treated as the directors mentioned in those sections.

NOTICES

- 90 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.
- 91 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 notice served upon him at such address, but save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
- 92 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.

DISSOLUTION

- 93 Clause 7 of the Memorandum of Association of the Company relating to the winding-up and dissolution of the Company shall have effect as if the provision thereof repeated in these Articles.

THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

- of -

INDEPENDENT SCHOOLS COUNCIL

**(Adopted by Special Resolution
passed 21st June 1999)**



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GENERAL

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

WORDS

MEANINGS

The Act	The Companies Act 1985.
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 Chairman	The Chairman for the time being of the Company appointed pursuant to Article 41
The Finance Committee	The Finance Committee for the time being appointed pursuant to Article 57
The General Secretary	The General Secretary for the time being of the Company appointed pursuant to Article 48

The Governing Council	The Governing Council for the time being of the Company appointed pursuant to Article 36.
ISIS	The organisation for supplying information and public relations services relating to independent schools at the date of adoption of these Articles known as the Independent Schools Information Service.
The Office	The registered office of the Company.
The Principal Committees	Any committee or committees designated as a Principal Committee for the time being by or pursuant to Article 57
The Seal	The Common Seal of the Company.
The Treasurer	Any Treasurer for the time being of the Company appointed pursuant to Article 50
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.

The word “member” or “members” shall not unless the context so requires include an Honorary Member or Honorary Members.

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 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 meaning in these Articles.

2. For the purpose of registration the number of the Members of the Company was taken to be unlimited.
3. The provisions of Section 352 of the Act shall be observed by the Company, and 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.
4. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

5. The members of the Company shall be such persons nominated pursuant to the provisions of Article 6 as the Governing Council shall subject to the following provisions of these Articles admit to membership.
6. The following named bodies (together referred to as "the Constituent Associations") shall have the right to nominate the respective numbers of persons for election as members of the Company as are set out below:

the Governing Bodies Association (G.B.A.), two persons;

the Governing Bodies of Girls Schools' Association (G.B.G.S.A.), two, persons;

the Headmasters' and Headmistresses' Conference (H.M.C.), two persons;

the Girls' Schools Association (G.S.A.), two persons;

the Society of Headmasters and Headmistresses of Independent Schools (S.H.M.I.S.), two persons;

the Incorporated Association of Preparatory Schools (I.A.P.S.), three persons;

the Independent Schools Association (I.S.A.), two persons;

the Independent Schools Bursars' Association (I.S.B.A.), two persons.

In addition such other persons or bodies interested in independent education and desirous of promoting the objects of the Company as the Governing Council shall from time to time approve may each nominate one person for election as a member of the Company.

7. Every person nominated for election as a member of the Company must make application in writing in such form as may from time to time be prescribed by the Governing Council, and the signature thereof by or on behalf of the applicant shall be deemed to be an agreement by him to be bound by the Memorandum and Articles of Association of the Company, and any alteration from time to time made therein and any regulations, and bye-laws from time to time made by the Company.
8. The Governing Council shall have full and absolute power and authority to refuse any such application without assigning any reason for such refusal.
9. A person may terminate his membership of the Company by giving to the Company notice in writing to that effect in such form as the Governing Council shall require.
10. Any body which has nominated any person as its representative as aforesaid may from time to time revoke the nomination of such person and, subject to the provisions hereinafter contained, nominate another representative in his place. Upon receipt by the Governing Council of any such revocation, such person shall ipso facto cease to be a member of the Company or to act or be recognised as the representative of such body, and any person nominated in his place shall, subject to the provisions of these Articles, be and become as the representative of such body

a member of the Company in the place of the representative whose nomination has been revoked as aforesaid. A representative member shall as between him and the Company be entitled to exercise all the rights and privileges and be subject to all the obligations and liabilities of membership.

11. Any member who shall, in the opinion of the Governing Council, be acting inconsistently with the objects of the Company or be otherwise unsuitable for membership may be excluded from the Company by resolution of a majority of at least three-fourths of the members of the Governing Council present and voting at a special meeting of the Governing Council convened for the purpose of considering the same. The Governing Council shall not be bound to give any reason for its decision. No such resolution shall be passed or have any validity or effect unless the member concerned has been given at least twenty-one days notice of the meeting at which the resolution is considered and afforded an opportunity of being heard. The Company in General Meeting may by Special Resolution passed within twelve months after the resolution for the exclusion of a member annul the exclusion.
12. The foregoing provisions as to termination of membership and exclusion of members shall apply, mutatis mutandis, in respect of the right to nominate a representative of any body and if and when any such body shall have ceased to have such right to nominate a representative the membership of any person nominated by such body shall ipso facto cease.

AFFILIATION

13. The Governing Council may from time to time elect such national or regional bodies having the same or similar objects as the Company to be affiliates of the Company as it shall think fit.
14. Affiliates shall be entitled to receive a copy of the annual report of the Governing Council and to receive notice of and attend by a representative general meetings of the Company.

15. Neither affiliates nor their representatives shall have the right to speak or vote at any general meeting and they shall not be counted in the quorum.
16. The omission to send any annual report or any notice of general meeting to any affiliate shall not affect the validity of any proceedings of the Governing Council or the Company.

GENERAL MEETINGS

17. 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 Governing Council and shall specify the Meeting as such in the notices calling it provided that every Annual General Meeting shall be held not more than 15 months after the holding of the last preceding Annual General Meeting.
18. All General Meetings, other than Annual General meetings, shall be called Extraordinary Meetings.
19. The Governing Council may whenever it thinks fit convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
20. Twenty one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice 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 hour of meeting and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to the Auditors of the Company and to such persons as are, under these Articles or under the Act, entitled to receive such notices from the Company; but with the consent of all the Members entitled to receive notices thereof, or of such

proportion thereof as is prescribed by the 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.

21. 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 had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the election of the Chairman, the consideration of the income and expenditure account and balance sheet and the reports of the Governing Council and of the Auditors, the appointment and fixing of the remuneration of the Auditors.
23. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as hereinafter otherwise provided, five members personally present and entitled to vote shall be a quorum.
24. 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 Chairman shall appoint 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.
25. The Chairman of the Company 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, one of the Deputy Chairmen (if any) shall preside and if neither be

present or willing to preside the members present shall choose some member of the Governing Council, or if no such member be present, or if all the members of the Governing Council decline to take the chair, they shall choose some member of the Company who shall be present to preside.

26. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a 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 any 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.
27. 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 on the declaration of the result of the show of hands) demanded (a) by the chairman of the meeting, or (b) by at least three members present and entitled to vote, or (c) by any member or members present and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority or lost, 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 such resolution. The demand for a poll may be withdrawn.
28. Subject to the provisions of Article 29, if a poll be demanded in manner aforesaid, it shall be taken at such time (within fourteen days) 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.
29. No poll shall be demanded on the election of a chairman of a meeting.

present or willing to preside the members present shall choose some member of the Governing Council, or if no such member be present, or if all the members of the Governing Council decline to take the chair, they shall choose some member of the Company who shall be present to preside.

26. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a 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 any 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.
27. 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 on the declaration of the result of the show of hands) demanded (a) by the chairman of the meeting, or (b) by at least three members present and entitled to vote, or (c) by any member or members present and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority or lost, 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 such resolution. The demand for a poll may be withdrawn.
28. Subject to the provisions of Article 29, if a poll be demanded in manner aforesaid, it shall be taken at such time (within fourteen days) 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.
29. No poll shall be demanded on the election of a chairman of a meeting.

30. 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.
31. The demand for 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

32. Every member shall have one vote.
33. Save as herein expressly provided, no person other than a member duly registered, in respect of whose membership every subscription and other sum (if any) which shall be due and payable to the Company shall have been paid, shall be entitled to be present and to vote on any question at any General Meeting, but any accidental omission to enforce this provision shall not invalidate any resolutions.
34. A member representing a body having the right to nominate a representative member pursuant to Article 6 may, by writing under his hand, authorise such person as he thinks fit to act as his representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the body which he represents as that member could exercise if he had been personally present.

FINANCIAL CONTRIBUTIONS

35. The Governing Council may from time to time call for such financial contributions from the Members and/or the Constituent Associations and/or such other persons as they shall think fit.

THE GOVERNING COUNCIL

36. There shall be appointed a council to be the governing council of the Company in accordance with the provisions of these Articles. Unless otherwise determined by the Company in General Meeting the number of members of the Governing Council shall not be less than nine. Notwithstanding any other provisions of these Articles, no person shall be eligible to be appointed or to be reappointed as a Member of the Governing Council or (for the avoidance of doubt) Chairman or Deputy Chairman who has attained the age of 70 years.

37. The members of the Governing Council shall be:-

Two persons to be nominated by the Governing Bodies Association (G.B.A.)

Two persons to be nominated by the Governing Bodies of Girls' Schools Association (G.B.G.S.A.)

Two persons to be nominated by the Society of Headmasters and Headmistresses of Independent Schools (S.H.M.I.S.)

Two persons to be nominated by the Headmasters' and Headmistresses' Conference (H.M.C.)

Three persons to be nominated by the Incorporated Association of Preparatory Schools (I.A.P.S.)

Two persons to be nominated by the Girls' Schools Association (G.S.A.)

Two persons to be nominated by the Independent Schools (I.S.A.)

Two persons to be nominated by the Independent Schools Bursars' Association (I.S.B.A.)

The Chairman for the time being of each of the Principal Committees.

38. The persons who may be nominated by the bodies referred to in the last preceding Article shall be nominated at least fourteen days before the Annual General Meeting of the Company in each year and shall take office at the close of that meeting and hold the same (subject to Article 52) until the close of the next Annual General Meeting. The letter or other instrument of nomination shall be sent to the General Secretary of the Company. If any nomination shall not be so made the persons (if any) nominated (or last nominated) during the then current year by the said bodies respectively shall, if willing to act, be deemed to have been nominated for the ensuing year. At least twenty eight days notice shall be given to each of the said bodies. Any casual vacancy amongst the nominated members may be filled by the body by whom the Member whose place has become vacant was nominated.
39. The Governing Council shall have power at any time to co-opt as a member of the Governing Council:
- (a) one representative of the Scottish Council of Independent Schools as they think fit, provided that such member shall not be entitled to vote on any business of the Governing Council;
 - (b) up to three other persons as they think fit.

Any person so co-opted shall hold office (subject to Article 52) until the close of the next Annual General meeting.

40. The General Secretary, the Deputy General Secretary and the Treasurer shall be entitled to receive notice of and attend meetings of the Governing Council but shall not be entitled to vote.

CHAIRMAN AND DEPUTIES

41. The Company shall from time to time elect a Chairman in accordance with the provisions of these Articles.
42. The Company may in addition from time to time elect up to two Deputy Chairmen in accordance with the provisions of these Articles. Such Deputy Chairmen shall exercise the powers and discharge the duties of the Chairman in his absence or in any circumstances where the Chairman is unable or unwilling to act or such other powers and duties as the Company may specify being not inconsistent with these Articles. Where there is more than one Deputy Chairman the Company may determine at any time that one only of the Deputy Chairmen shall exercise the powers and discharge the duties of Chairman as aforesaid at any one time and shall nominate one of the Deputy Chairmen for that purpose and the other Deputy Chairman shall then so act only if the Deputy Chairman so nominated shall be absent or unable or unwilling to act as aforesaid.
43. The Chairman and any Deputy Chairman shall be elected from among the persons who are at the date of their nomination a member of one of the Constituent Associations or a governor, headmaster, headmistress or bursar of a school which is a member of one of the Constituent Associations. Nominations for the election of such officers must be received by the General Secretary fourteen days in advance of the date fixed for the election.
44. The nomination of a person who is not a Member of the Governing Council shall not be invalid by reason of that fact and any person who is elected Chairman or Deputy Chairman and who is not a Member of the Governing Council shall upon his election ipso facto become a Member of the Governing Council and shall hold office (subject to Article 52) until the close of the next Annual General Meeting.
45. The office of Chairman and Deputy Chairman shall be vacated if for any reason the person holding such office shall cease to be a Member of the Governing Council.

POWERS OF THE GOVERNING COUNCIL

46. The control and management of the Company shall be vested in the Governing Council who 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 Governing Council which would have been valid if such regulation had not been made.
47. The Members for the time being of the Governing Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Governing Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Governing Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting but not for any other purpose.

GENERAL SECRETARY, NATIONAL DIRECTOR OF ISIS AND TREASURER

48. A General Secretary shall be appointed by the Governing Council for such time and at such remuneration and upon such conditions as the Governing Council may think fit and any General Secretary so appointed may be removed by the Governing Council. The provisions of Sections 283 and 284 of the Act shall apply and be observed in relation to the General Secretary. The Governing Council shall from time to time by Resolution appoint a Deputy General Secretary, and any person so appointed shall ex officio be the National Director of ISIS and may act in place of

the General Secretary if there be no General Secretary, or no General Secretary capable of acting. The Governing Council may from time to time by Resolution appoint a Joint National Director of ISIS to act jointly with the National Director of ISIS.

49. The General Secretary shall be responsible for carrying out the decisions of the Governing Council and for the administration of the general business of the Company and the Governing Council may delegate to the General Secretary from time to time such powers and other duties as it shall think fit being not inconsistent with these Articles.
50. A Treasurer may be appointed by the Governing Council for such time and at such remuneration and upon such conditions as the Governing Council may think fit and any Treasurer so appointed may be removed by the Governing Council.

THE SEAL

51. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Governing Council and in the presence of at least two members of the Governing Council or of one member of the Governing Council and the General Secretary and the said members and/or the General 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 GOVERNING COUNCIL

52. The office of a member of the Governing Council shall be vacated:
- (a) If a receiving order is made against him or if he makes any arrangement or composition with his creditors;

- (b) If he becomes of unsound mind;
- (c) If by notice in writing to the Company he resigns his office;
- (d) If he ceases to hold office by reason of the provisions of Section 303, or, of any order made, under Section 295 of the Act;
- (e) If he absents himself from its meetings without the special leave of the Governing Council for a continuous period or more than six months, and the Governing Council passes a resolution that he has by reason of such absence vacated office.
- (f) If by a resolution passed by a four-fifths majority of the Governing Council present at a meeting at which not less than two-thirds of the members of the Governing Council shall be present he is removed from office.

PROCEEDINGS OF THE GOVERNING COUNCIL

- 53. The Governing Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Company in General Meeting, at least six meetings of the Governing Council shall take place in each year and ten members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall be entitled to a second or casting vote.
- 54. Any five members of the Governing Council may, and on the request of any five members of the Governing Council the General Secretary shall, at any time, summon a meeting of the Governing Council by notice served upon the several members of the Governing Council. A member of the Governing Council who is absent from the United Kingdom, shall not be entitled to notice of a meeting.

55. The Chairman shall be entitled to preside at all meetings of the Governing Council at which he shall be present. If at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside one of the Deputy Chairmen (if any) shall preside or if there be none present or willing, the members of the Governing Council shall choose one of their number to be Chairman of the meeting.
56. A meeting of the Governing Council duly convened 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 Governing Council generally.
57. The Governing Council may delegate any of its powers to committees whether or not consisting of members of the Governing Council as it shall think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed upon it by the Governing Council so far as they are not inconsistent with these Articles. 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 Governing Council so far as applicable and so far as the same shall not be superseded by any regulation made by the Governing Council as aforesaid. The Governing Council may from time to time designate each of up to three committees of the Governing Council as a Principal Committee in addition to the Finance Committee and (save in relation to the Finance Committee) may from time to time withdraw such designation as it shall think fit. Notwithstanding the other provisions of this Article the Governing Council shall appoint a Finance Committee pursuant to this Article and the Finance Committee shall at all times be a Principal Committee.
58. All acts bona fide done by any meeting of the Governing Council or by any committee of the Governing Council, or by any person acting as a member of the Governing Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be member of the Governing Council.

59. The Governing Council shall cause proper minutes to be made of all appointments of officers made by the Governing Council and of the proceedings of all meetings of the Company and of the Governing Council, and of Committees of the Governing Council, 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 such next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
60. A resolution in writing signed by all the members for the time being of the Governing Council or of any committee of the Governing Council who are entitled to receive notice of a meeting of the Governing Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Governing Council or of such committee duly convened and constituted.

ALTERNATE MEMBERS OF THE GOVERNING COUNCIL.

61. Each Member of the Governing Council may at any time appoint any other person who may be another Member of the Governing Council to act as an alternate Member of the Governing Council (hereinafter called an alternate) at such meeting or meetings or in such proceedings or on such occasion or occasions or for such period as he shall specify or generally on all occasions when he shall not himself act, and where such alternate is appointed generally as aforesaid may terminate such appointment at any time. Every appointment and removal of an alternate shall be by notice by the appointor to the Chairman or the General Secretary and shall take effect upon the giving of such notice.
62. An alternate so appointed shall not be entitled to appoint an alternate, but shall otherwise be subject to the provisions of these Articles with respect to Members of the Governing Council. An alternate shall during his appointment be an officer, of the Company and shall not be deemed to be an agent of his appointor.

63. An alternate shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Governing Council and of any committee of the Governing Council of which his appointor is a member and to attend and to vote as a Member of the Governing Council at any such meeting, but without prejudice to the rights of the appointor to receive notices of and to attend and vote at meetings of the Governing Council and of any committee of the Governing Council of which he is a member, and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties of his appointor as a Member of the Governing Council and to receive notice of all general meetings.
64. The appointment of an alternate shall automatically determine on the happening of any event which, if he were a Member of the Governing Council, would cause him to vacate such office or if his appointor shall cease for any reason to be a Member of the Governing Council.
65. *A Member of the Governing Council or any other person may act as an alternate to represent more than one Member of the Governing Council and an alternate shall be entitled at meetings of the Governing Council or any committee of the Governing Council to one vote for every Member of the Governing Council whom he represents in addition to his own vote (if any) as a Member of the Governing Council, and shall be counted towards a quorum accordingly.*
66. An alternate shall not be counted in determining the minimum or maximum number of Members of the Governing Council for the time being permitted by or pursuant to these Articles.

THE JOINT ISC/ISIS OFFICE

67. *The Governing Council shall establish an ISC/ISIS Joint Office ("the Joint Office") for the purpose of enabling the General Secretary to carry out the administration of the affairs of the Company and to enable the General Secretary*

to perform his functions. The functions of the Joint Office shall be managed and directed subject to the other provisions of these articles, by the General Secretary, the National Director of ISIS and any Joint National Director of ISIS. Within the Joint Office the management and direction of the administration of the Independent Schools Information Service shall be the responsibility of the National Director of ISIS.

68. The Director of National ISIS shall work in close association with the representatives and officers of Regional ISIS, particularly those of ISIS Wales and of London and SE ISIS.

LONDON AND SOUTH EAST ISIS COMMITTEE

- 69 There shall be appointed a committee to be known as the London and South East ISIS Committee ("the LSE Committee") which shall represent the interests of ISC schools in the London and South East Region.
- 70 A member of the LSE Committee must be a representative of a school which is at the time of his appointment a member of one of the Constituent Associations and is located in the London and South East Region.
- 71 The LSE Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. At least two meetings of the LSE Committee shall take place in each year and six members in addition to the Chairman (to be appointed pursuant to Article 73) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman of the LSE Committee shall be entitled to a second or casting vote.
- 72 Any five members of the LSE Committee may, and on the request of any five members of the LSE Committee the Regional Director to be appointed pursuant to Article 74) of the LSE Committee shall, at any time, summon a meeting of the

Committee by notice served upon the several members of the Committee.

- 73 The Committee shall elect a Chairman who is or shall have been a member of the LSE Committee. His term of office shall be three years and he shall not be eligible for re-election for a year following the date on which his term of office expires. The Chairman of the LSE Committee shall sit as a member of the ISC Finance Committee.
- 74 A director ("the LSE Director") shall be appointed by the LSE Committee, subject to the approval of the Governing Council, for such time and at such remuneration and upon such conditions as the LSE Committee may think fit and any Director so appointed may be removed by the LSE Committee. The LSE Committee may delegate to the LSE Director from time to time such powers and duties as it shall think fit being not inconsistent with these Articles.
- 75 A meeting of the LSE Committee duly convened at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the LSE Committee.
- 76 The LSE Committee shall cause proper minutes to be made of all appointments of officers made by the LSE Committee and of the proceedings of all meetings of the LSE Committee, 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 such next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 77 A resolution in writing signed by all the members for the time being of the LSE Committee who are entitled to receive notice of a meeting of the LSE Committee shall be as valid and effectual as if it had been passed at a meeting of the LSE Committee duly convened and constituted.
- 78 In this Article "the Fund" means the LSE Committee Fund comprising certain assets transferred to the Company by Independent Schools Information Service

(London and South East) Limited pursuant to an agreement dated 10th May 1999 and any additions to that fund pursuant to Article 81 or otherwise. The LSE Committee shall determine how the assets in the Fund may be used, but shall in no event incur any liabilities that would exceed the value of the assets in the fund.

- 79 The LSE Committee shall prepare an annual budget which shall be approved by the members of the LSE Committee ("the LSE Budget") submitted to the Finance Committee for discussion and presented to the Governing Council, for its approval (which shall not be unreasonably withheld).
- 80 Without prejudice to the obligations of the company in relation to the preparation of accounts in compliance with the requirements of the Act the Company shall prepare a separate account of the income and expenditure of the Company attributable to the business of the LSE Committee and a separate balance sheet of the assets and liabilities of the Company attributable to the business of the LSE Committee including (but not limited to) the Fund
- 81 The LSE Committee will seek to raise through subscriptions paid by its member schools funds sufficient to defray the expenses of the LSE Committee contemplated by the LSE Budget for that year and such funds shall be added to and form part of the fund.
- 82 The Chairman and Director of the LSE Committee shall in each year deliver and present to the Governing Council a report on the activities of the LSE Committee.
- 83 None of the provisions of these Articles 69 to 83 may be altered without the consent in writing of the LSE Committee.

ANNUAL REPORT

- 84 The Governing Council shall in every year cause to be prepared and printed a report of the work carried on by the Company during the preceding year.

ACCOUNTS

85 The Governing Council 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.

86 The books of account shall be kept at the office or at such other place or places as the Governing Council shall think fit, and shall always be open to the inspection of the members of the Governing Council.

87 The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Company or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of members at all reasonable times during business hours.

88 At the Annual General Meeting in every year the Governing Council shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper balance sheet made up to the same date. Every such balance sheet shall be accompanied by proper reports of the Governing Council 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 be sent to all persons entitled to receive notices of General Meetings in the manner in which the notices are hereinafter directed to be served. The Auditors' Report shall be read before the Company in General Meeting as required by Section 241 of the Act.

- 89 Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 389 of the Act, the members of the Governing Council being treated as the directors mentioned in those sections.

NOTICES

- 90 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.
- 91 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 notice served upon him at such address, but save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
- 92 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.

DISSOLUTION

- 93 Clause 7 of the Memorandum of Association of the Company relating to the winding-up and dissolution of the Company shall have effect as if the provision thereof repeated in these Articles.