

ARTICLES OF ASSOCIATION OF HARROW CLUB

Interpretation

1 In these Articles the words in the first column of the table below shall bear the same meaning as the words in the second column and opposite to them, if not inconsistent with the subject or context.

A	<u>Words</u>	<u>Meaning</u>
	The Acts	Companies Act 1985 and 1989;
	The Rules or Byelaws	Rules or Byelaws made by the Board of Management pursuant to the powers conferred to by these Articles;
	The Charity	The above mentioned The Harrow Club;
	The Board	Members for the time being of the Board of Management, who are the charity trustees and directors;
	Office	The registered office of the Charity;
	The Seal	The Common Seal of the Harrow Club;
	Members	Persons or organisations who are admitted to membership of the Charity pursuant to Articles 3, 4 and 33 or Rules or Byelaws made under Article 63(a)(i);
	The United Kingdom	Great Britain and Northern Ireland;
	Year	Except as provided in Article 9, a year from 1 January to 31 December inclusive;
	In writing	Written or produced by any substitute for writing or partly in one form or the other;
	Month	The Calendar month.

B The expression “Secretary” includes any person appointed to perform the duties of secretary to the Board.

C Where words or phrases used in these Articles are defined in the Acts or any modification of them they shall bear the same meaning as that given in the Acts unless inconsistent with the subject or context.

D Words importing the masculine gender only shall include the feminine and words importing the singular number only shall include the plural and vice versa.

E Words importing persons shall include corporations.

MEMBERS

2 For the purpose of registration the number of members of the Charity is declared unlimited.

3 The first members of the Charity shall be those persons who are subscribers to the Memorandum of Association. Future members of the Charity shall be persons approved by the Board whose names are entered on the register of members by it.

4 Subject to any Rule or Byelaw made under Article 63(a)(i), the Charity shall have two classes of membership, corporate members and personal members. The Board shall have power to discontinue admission to either and, subject to Articles 3 and 33, not to confer membership or to open other classes of membership or to close them. Acceptance of the membership is deemed to imply an agreement to be bound by the Articles and any Byelaws.

5 Membership and the rights of members are personal to members and not transferable. The Charity shall maintain a register of members and any person ceasing to be a member in accordance with Article 7 below shall be removed from the register.

6 No member shall act contrary to the objects of the Charity and every member shall observe all of any Byelaws.

7 A member of the Charity shall cease to be a member:

- (a) if he or it, after giving six months' notice, resigns;
- (b) if he or it is also a member of the Board, when he or it ceases to be a member of the Board;
- (c) if he or it is excluded from membership under Article 8; or
- (d) if being a Personal Member, he dies, or if a Corporate Member, it is dissolved.

8 Subject to any Rule or Byelaw made under Article 63(a)(i), any member may be excluded from membership of the Charity by resolution of at least 3/4ths of the Board present and entitled to vote and so voting as a Board meeting where not less than 2/3rds of the total number of members of the Board are present. Such member shall have one month's notice sent to him of the meeting at which his exclusion will be discussed and he, or if it is a Corporate Member then its representative or alternate, with any adviser he or it desires in attendance, shall be entitled to attend that meeting and be heard, but shall not be present when the vote is taken or take any part in the proceedings unless the Board decides otherwise.

General Meetings

9 The Charity shall hold an Annual General Meeting in each year in addition to any other meetings. In the notice calling the Annual General Meeting it shall be so specified. There are to be no more than 15 months between the date of one Annual General Meeting and the next one, but so long as the Charity holds its first Annual General Meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Board shall decide both the time and the place of the meeting.

10 General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

11 Extraordinary General Meetings may be called by the Board or be requisitioned by at least 1/10th of the members. Any meeting so requisitioned shall take place not later than eight weeks after receipt by the Secretary of the requisition. If the Board fails to summon the meeting within that time it may be summoned by the requisitionists upon fourteen days' notice, and any expenses incurred in summoning and holding the meeting may be properly charged to the Charity.

12 If there are not within the United Kingdom sufficient members of the Board to call a General Meeting any member of the Board or any member of the Charity may call a General Meeting.

13 General Meetings, including the Annual General Meeting, may be held in person or by electronic or virtual means, such as by telephone conference or video conference.

Notice of General Meetings

14 Subject to Article 11 above, all meetings of the charity shall be called by at least one month's notice in writing to the members, the members of the Board, and the Auditors. The notice shall specify the date, time and place of the meeting, including whether the meeting is to be held in person or by electronic or virtual means, and in the case of special business to be carried out there, the general nature of that business.

15 If the General Meeting is to be held by electronic or virtual means, the notice must provide clear instructions for how members can join the meeting.

16 Accidental omission to give notice of a meeting to any person entitled to receive it, or non-receipt of a notice

by such a person shall not invalidate the meeting or anything transacted there.

Proceedings at General Meetings

17 All business to be transacted at an Extraordinary General Meeting shall be deemed special and that at an Annual General Meeting, other than the consideration of the accounts, balance sheet and the Reports of the Board and Auditors and the Auditors' remuneration, and shall require special notice of the business to be set out in the notice of the meeting.

18 No business shall be transacted at a meeting unless a quorum is present. Five persons entitled to vote upon the business, each being a member or a representative of a Corporate Member or alternate, or 1/10th of the total number of such persons for the time being, whichever is the greater, shall be the quorum.

19 If within half an hour from the time set for the meeting a quorum is not present, the meeting, if convened by the requisition of the members, shall be dissolved. If any other case, The Chairman of the Board, if present, or in his absence the Vice-Chairman, if any, may extend the time for commencing the meeting for up to one hour if he thinks that is warranted. If after one hour there is no quorum present the meeting shall be adjourned to such time and place as the Board may determine.

20 The Chairman of the Board, if any, shall preside as Chairman at each General Meeting of the Charity, or if there is no Chairman or he is not present within 15 minutes after the meeting is due to start, or is unwilling to act, then the other members of the Board shall choose from among them a person to preside at the meeting. If there is only one member of the Board present then he shall preside, and if there are no members present then the members of the Charity present and entitled to vote shall choose one of their number to be Chairman of the meeting.

21 Where a quorum is present at a meeting and either the Chairman, with the consent of the meeting evidenced on a show of hands by simple majority, or the meeting similarly directs that the meeting be adjourned then, if the meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given of the original meeting, otherwise no notice of adjournment nor business to be transacted there need be given. At the adjourned meeting only business left untransacted at the original meeting shall be dealt with.

22 At any General Meeting a resolution put to the vote shall be decided upon a show of hands unless a poll is demanded before or upon the declaration of the result. Subject to the provisions of the Acts, any of the following may demand a poll:

- 1) The Chairman;
- 2) At least two members present and having the right to vote at the meeting; or
- 3) Any member present in person or by proxy and representing 1/10th of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or lost, or carried unanimously, or by a particular majority, or not carried by a particular majority, recorded in the minute book of the Charity shall be conclusive evidence of the fact without any further proof of numbers.

If a poll is demanded on the election of a Chairman or as to whether the meeting shall be adjourned it shall be taken forthwith, in all other circumstances it shall be taken as directed by the Chairman, and any other business may be proceeded with up to the taking of the poll. The result of a poll shall be deemed to be the resolution of the meeting. The demand for a poll may be withdrawn by those who originally requested it. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

23 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Members at General Meetings

24 Every member shall have one vote and be entitled to attend any General Meeting either in person or by another person, whether another member or not, whom he has chosen as proxy to attend, vote and speak instead of him.

25 The instrument which appoints a proxy shall be in writing signed by the appointor or his attorney who has been instructed in writing. If the appointor is a corporation then the proxy shall be in writing and either sealed or signed by an authorised officer.

26 The instrument which appoints a proxy or power of attorney shall be lodged at the Office or at the place specified in the notice which convenes the meeting at least 48 hours before the time at which the meeting is to be held and at which the person named in that instrument is proposing to exercise his vote, or in the case of a poll at least 24 hours before the time for the taking of the poll otherwise the proxy shall be treated as invalid.

27 The instrument which appoints the proxy and confers on the proxy power to vote as he thinks fit shall be in the following terms or as near thereto as practicable:

The Harrow Club

I/We of (address) being a member/members of the above Charity hereby appoint X of (address) or Y of (address) as my/our proxy to exercise my/our vote at the Annual/Extraordinary General Meeting of the Charity to be held on the _____ day of _____ or, if adjourned, then at the new date.

Signed this _____ day of _____

28 Where members wish to specify in the proxy that a resolution is voted for or against then the instrument appointing the proxy shall be in the following terms, or as near thereto as practicable:

The Harrow Club

I/We of (address) being a member/members of the above Charity, hereby appoint X of (address) or Y of (address) as my/our proxy to exercise my/our vote at the Annual/Extraordinary General Meeting of the Charity to be held on the _____ day of _____ or, if adjourned, then at the new date.

This form is to be used for/against the resolution.

Signed this _____ day of _____

29 Notwithstanding the previous death, insanity or revocation of the proxy, unless notice in writing is received by the Charity of the same before the meeting or adjournment of it, a vote given in accordance with the proxy or other authority, shall be deemed to be valid.

30 Corporate Members shall be entitled to be represented at any meeting of the Charity by an individual who has been authorised so to act by the governing body of that corporation, and that individual shall exercise the same powers at the corporation could if it were a natural person.

The Board of Management

31 (a) The Charity will be administered by the Board of Management. There will be at least 4 and not more than 12 members of the Board.

(b) The Board shall appoint a Secretary for such term and upon such conditions as it thinks fit. No member of the Board shall be so appointed unless his tenure of the position is unsalaried. Any provision in the Acts or these Articles which provides for an act to be done by or to a member of the Board and the Secretary shall not be satisfied if it is done by one person who is filling both the role of member of the Board and Secretary.

Appointment and retirement of Members of the Board

32 The first members of the Board shall be the subscribers to the Memorandum of Association.

33 Subject to Article 39, no person who is not a member of the Charity shall be eligible to hold office as a member of the Board. If any person who is not already a member of the Charity shall be appointed or elected to the Board, he or it shall be deemed to have been approved by the Board in accordance with Article 3 and shall be entered into the register of members on becoming a member of the Board.

34 A majority of the members of the Board may at any time resolve to appoint or re-appoint a member of the Board for a term of up to three years, whether in place of a member of the Board who has retired in accordance with Article 35, been removed in accordance Article 36, or vacated their office in accordance with Article 37, or as an additional member of the Board provided that the limit specified in Article 31(a) on the number of members of the Board would not as a result be exceeded.

35 Each member of the Board must retire at the first meeting of the Board after the expiration of his three-year term of service (or such shorter term of service as specified in the Board resolution appointing the member). Such member may then be re-appointed in accordance with Article 34. Where a retiring member of the Board is re-appointed, he or it continues as a member of the Board without a break.

Removal of Members of the Board

36 A member of the Board may be removed at any time by a resolution of a majority of the members of the Board or by a Special Resolution of the Charity in General Meeting. Another may be appointed in his place by members of the Board in accordance with Article 34 or by an Ordinary Resolution of the Charity in General Meeting. The person so appointed shall hold office during such time as the member in whose stead he has been appointed would have served if he had not been removed, and shall not be regarded as filling a casual vacancy.

Vacation of office by Members of the Board

37 The office of a member of the Board shall be vacated if that member:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors;
- (b) becomes prohibited from being a member of the Board by reason of s72 Chanties Act 1993 or by virtue of any other statute in force and no waiver under s72(4) has been granted;
- (c) becomes incapable of managing his own affairs by reason of mental disorder, illness or injury;
- (d) is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest in manner required by s317 Companies Act 1985;
- (e) ceases to be a member of the Charity; or
- (f) resigns as a member of the Board by notice to the Charity (but only if at least 4 members of the Board will remain in office when the notice of resignation is to take effect).

Alternates

38 The Board shall arrange a procedure for alternates to its members to be available in the event that for any reason it is not possible for a member of the Board to act and for their removal. Such alternate member of the Board shall be entitled to perform all the functions of that member he is replacing but shall not be entitled to receive remuneration for any services to the Charity. He shall be responsible for his own acts and defaults and shall not be deemed to be the agent of that member of the Board in whose place he acts.

39 Such alternate member of the Board need not be a member of the Charity.

Proceedings of the Board

40 The Board may regulate its proceedings and exercise all powers which are not by virtue of the Acts or these Articles required to be exercised by the Charity in General Meeting, but no resolution passed at a General Meeting shall invalidate a prior act of the Board which would have been valid at the time it was done.

41 The Board shall set the quorum for its meetings, but if a quorum is not set then it shall be two members present in person or one third of its members, whichever is the greater. All matters are to be decided by a majority vote, and in circumstances where there is an equality of votes the Chairman will have a casting vote.

42 Where there is a vacancy in their number the members of the Board may continue to act, but if their number is reduced below the quorum set from time to time then they may only act for the purpose of bringing their number up to that quorum.

43 The Board may elect a Chairman for their meetings and resolve the period of his chairmanship. If no Chairman is elected, or if he is not present within 10 minutes of the time the meeting was to begin, then the members of the Board may choose from among them a person to be Chairman of that meeting.

44 The Board may delegate any of their powers to committees, which need not include members of their body, and any committee so formed shall conform to any regulations that the Board has formulated for that committee. All proceedings of committees shall be reported back to the Board as soon as practicable.

45 All acts done in good faith by a meeting of the Board, any committee or any person acting in his capacity as member of the Board shall, notwithstanding that there was a defect in the appointment of such body or person, be as valid and effectual as if no such defect existed.

46 A resolution in writing signed by all members of the Board shall be as effectual as if it had been passed at a meeting duly convened and held, and may consist of one or more documents in similar form each signed by one or more of the members of the Board.

Powers of the Board

47 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles or the Acts, the Board shall have the following powers, namely:

- 1) to expend the funds of the Charity in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity, or in a nominee or nominees for the Charity, such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity; and
- 2) to enter into contracts on behalf of the Charity.

48 Where there is any delegation under sub-clause (2) of clause 4 of the Memorandum:

- 1)
 - (a) the Investment Manager or Managers shall be given clear policy guidelines regarding the investments at the time of the delegation;
 - (b) all reasonable care shall be taken to secure compliance with terms of the delegation;
 - (c) such supervision shall be exercised of the Investment Manager as is reasonable; and
 - (d) the delegation shall be reviewed at such intervals (not exceeding, in the absence of special reasons, 24 months) as thought fit.
- 2) The delegation shall be on the terms that:

- (a) the Investment Manager or Manager shall not do anything which the Board or the Finance Committee, if such exists, of the Charity does not have power to do;
- (b) the Investment Manager or Managers shall comply with any policy instructions for the time being in force under sub-clause 1(a) of this Article;
- (c) the delegation may without notice be revoked or (subject to the provisions of this clause) any of its terms varied; and
- (d) where the Investment Manager makes any purchase or sale in pursuance of the delegation, he shall as soon as reasonably possible after the purchase or sale report it to the Board, or the Investment Committee if one is constituted.

49 The Board may in furtherance of the objects of the Charity exercise all its powers to borrow money, and subject to such consents as are required by law, to mortgage or charge its assets and issue debentures, debenture stock and other securities, whether outright or as security for any liability or obligation of the Charity or of any third party.

50 Members of the Board shall have power to resolve pursuant to Clause 4(29) of the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy.

51 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Charity shall be signed, drawn, endorsed or otherwise executed as the Board shall determine by resolution from time to time.

52 The members of the Board may be paid all reasonable travelling, hotel and other expenses incurred by them in connection with their attendance at their meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

53 The Board shall cause minutes to be recorded in books provided of:

- (a) all appointments of officers made by the Board;
- (b) names of the members of the Board present at every meeting of the Board and of any of its committees; and
- (c) all resolutions and proceedings of the Charity, the Board and its committees.

The Seal

54 If the Charity has a seal then the Board shall provide for its safe-keeping, and its use shall only be as authorised by the Board or a properly established committee appointed for that and any other purposes, if any. Every instrument to which the Seal is affixed shall be signed by a member of the Board and countersigned by the Secretary or another member of the Board.

Accounts

55 Accounting records shall be maintained in accordance with the Acts and kept at the Office or, if the Acts so provide, at any other place the Board thinks fit. They shall be open to inspection of the officers of the Charity and, unless permitted by statute, no member of the Charity shall have any right of inspection of accounts nor records nor documents unless authorised by the Board or by the Charity in General Meeting.

56 The Board shall, in accordance with the Acts, cause profit and loss accounts, balance sheets, group accounts and reports to be prepared and laid before the Charity in General Meeting.

Notices

57 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.

58 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

59 A person present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

60 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted by first class post.

Indemnity

61 Subject to the provisions of the Acts, every member of the Board or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court for liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Dissolution

62 Clause 10 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

Rules or Byelaws

63 (a) The Board may from time to time make, alter, revoke or add to such Rules or Byelaws as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership and in particular without prejudice to the generality of the foregoing, it may by such rules regulate:

- (i) the admission and classification of members of the Charity and the rights and privileges of such members, and the conditions of membership and the terms of which members may resign or have their membership terminated and the entrance fees, subscription and other fees or payments to be made by members;
- (ii) the conduct of members of the Charity in relation to one another and to the Charity's servants;
- (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- (iv) the procedure at General Meetings and meetings of the Board and its committees insofar as such procedure is not regulated by the Articles; and
- (v) generally all such matters as are commonly the subject of company rules.

(b) The Board shall adopt such means as they deem sufficient to bring to the notice of the members all

such Rules or Byelaws which, so long as they shall be in force, shall be binding on all members of the Charity. No Rule or Byelaw shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles.