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Company number 4676107

COPY RESOLUTION

- of -

THE BOARDING SCHOOLS' ASSOCIATION LIMITED

("the Company")

Dated *4 May* 2011

At An Annual General Meeting of the Company, duly convened and held in accordance with the Company's Articles of Association at *9* am/pm on *4 May* 2011, the following resolution was duly passed as a Special Resolution

Special Resolution

THAT the regulations contained in the document attached to this Resolution be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company including the relevant provisions of the Memorandum of Association that would otherwise be treated as provisions of the Articles of Association under section 28 of the Act.

J. S. Curran
.....
Chairman



THE COMPANIES ACTS 1985 1989 AND 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BOARDING SCHOOLS' ASSOCIATION LIMITED

as adopted on [4 May] 2011

1. NAME

The name of the Company is The Boarding Schools' Association Limited ("the Company") or such name as shall be chosen by resolution of the Directors

2. REGISTERED OFFICE

The registered office of the Company is to be in England and Wales

3. OBJECTS

The objects of the Company are

- (a) to support and promote the development of boarding education and boarding schools at all levels,
- (b) to do all such things as shall be thought fit to furthering the interests of the Company or to be incidental or conducive to the attainment of the objects stated in Article 3(a), and
- (c) to acquire and undertake all property liabilities and to carry out the powers, obligations, duties and general objects of the unincorporated association known as "Boarding Schools' Association ("the Association") and to indemnify the Association, its officers, members, Directors and members of any committee against all costs, claims, demands, actions and proceeding relating to the assets and undertaking the Association and in respect of all liabilities, obligations and commitments (whether legally binding or not) of the Association

4. POWERS

The Company has the following powers, which may be exercised only in promoting the Objects

- 4 1 to promote or carry out research,
- 4 2 to provide advice,
- 4 3 to write publish or distribute information,
- 4 4 to co-operate with schools and other bodies,
- 4 5 to organise and provide for the holding of meetings, conferences, seminars, exhibitions, lectures, and training courses,
- 4 6 to support, administer or set up charities and undertake and execute charitable trusts,
- 4 7 to raise funds by any lawful means,
- 4.8 to take and accept any gift of money, property or other assets whether subject to any special trusts or not,
- 4 9 to borrow money and give security for loans,
- 4.10 to acquire or hire property rights or privileges of any kind and to construct, restore, improve, maintain and alter such property,
- 4 11 to let or dispose of or turn to account property of any kind
- 4 12 to pay any rent and other outgoings and expenses and execute and do all such other instruments, acts and things as may be requisite in connection with the use, maintenance, upkeep, expansion, alteration or improvement of such property,
- 4 13 to purchase lease or hire and operate and maintain any equipment necessary or convenient for the administration of the Company;
- 4 14 to make grants or loans of money and to give guarantees,
- 4 15 to set aside funds for special purposes or as reserves against future expenditure;
- 4.16 to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts,

- 4 17 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- 4 18 to delegate the management of investments to a financial expert, but only on terms that:
- (a) the investment policy is set down in writing for the financial expert by the Directors,
 - (b) every transaction is reported promptly to the Directors;
 - (c) the performance of the investments is reviewed regularly with the Directors,
 - (d) the directors are entitled to cancel the delegation arrangement at any time,
 - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt,
 - (g) the financial expert must not do anything outside the powers of the Directors,
- 4 19 to arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a financial expert acting under their instructions and to pay any reasonable fee required,
- 4 20 to insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required,
- 4 21 to insure the Directors against the normal professional indemnity risks,
- 4 22 to employ paid or unpaid agents, staff or advisers,
- 4 23 to provide and contribute to superannuation or pension funds for the officers and staff of the Company or any of them or otherwise to make provision for such officers and staff, their widows, widowers and children,
- 4 24 to enter into contracts to provide services to or on behalf of other bodies,
- 4 25 to arrange for the amalgamation of the Company with any organisation the purposes of which in the opinion of the Directors are similar to the purposes of the Company either alone or as amalgamated;

- 4 26 to establish subsidiary companies to assist or act as agents for the Company,
- 4.27 to pay the reasonable and proper costs of forming and administering the Company, and
- 4 28 to do anything else within the law which promotes or helps to promote the Objects

5. BENEFITS TO MEMBERS AND DIRECTORS

- 5 1 The property and funds of the Company shall be used only for promoting the Objects and shall not belong to the members of the Company provided that nothing in this Article shall prevent any payment in good faith by the Company
 - (a) of reasonable and proper remuneration to any Director, member, officer, staff or agent of the Company for any services rendered to the Company and of reasonable and proper traveling, conference and study expenses necessarily incurred in carrying out the duties of any such Director, member, officer, staff or agent of the Company,
 - (b) to any Director who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by him or his firm when instructed by the other Directors to act in that capacity on behalf of the Company,
 - (c) of interest on money lent by a member of the Company or a Director at a commercial rate of interest,
 - (d) of reasonable and proper rent for premises demised or let by any member of the Company or by any Director, and
 - (e) of any premium in respect of the purchase and maintenance of indemnity insurance obtained pursuant to Article 4 21,

6. MEMBERSHIP

- 6.1 The number of Full Members with which the company proposes to be registered is unlimited
- 6 2 The Company must maintain a register of Full Members in accordance with the Companies Acts The Full Members are the members of the Company for the purposes of the Companies Acts
- 6 3 Full Membership of the Company is open to any boarding school interested in promoting the Objects which
 - (a) either

- (i) is a member of or has an authorised representative who is a member of a Participating Association (or any body that takes over the functions of that Participating Association), or
 - (ii) is a state-maintained boarding school or an academy that has been (and continues to be) admitted to the State Boarding Schools' Association (or any body that takes over the functions of State Boarding Schools' Association),
 - (b) applies to the Company in the form required by the Directors,
 - (c) is approved by the Directors,
 - (d) through its authorised representative signs the Register of Full Members or consents in writing to become a Full Member; and
 - (e) pays such subscription fee for Full Membership as shall from time to time be decided by the Company
- 6 4 The authorised representative of a Full Member must be its Head Teacher.
- 6 5 Associate Membership is open to any individual or organisation not eligible for Full Membership under Article 6 3 who is interested in promoting the Objects and
- (a) applies to the Company in the form required by the Directors,
 - (b) is approved by the Directors,
 - (c) consents in writing to become an Associate Member either personally or through an authorised representative, and
 - (d) pays such subscription fee for Associate Membership as may from time to time be decided by the Company
- 6 6 An Associate Member is not a member of the Company for the purposes of the Companies Acts and is not entitled to serve on the Executive Committee either in person or (in the case of an organisation) through its authorised representative and is not entitled to vote at a general meeting
- 6 7 Both Full Membership and Associate Membership are terminated if the member concerned
- (a) gives written notice of resignation to the Company,
 - (b) dies or (in the case of an organisation) ceases to exist;
 - (c) is three months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due),

- (d) is removed from membership by resolution of the Directors on the ground that in their reasonable opinion the member's continued membership is harmful to the Company (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice), or
 - (e) is a Full Member and no longer meets the criteria set out in Article 6 3 (a)
- 6 8 Subscriptions for membership shall be deposited into the Company's bank account by direct debit (or by such other method as may be approved by the Executive Committee) on or before 1 September each year (or such other date as may be approved by the Executive Committee)
- 6.9 Membership of the Company is not transferable

7. GENERAL MEETINGS

- 7 1 Full Members are entitled to attend general meetings either by an authorised representative or by proxy. A Full Member may only appoint the authorised representative of another Full Member as its proxy. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed.
- 7 2 There is a quorum at a general meeting if the number of authorised representatives of Full Members personally present is at least 50 or 10% of the Full Members (whichever is the lesser).
- 7 3 The Chairman or (if the Chairman is unable or unwilling to do so) some other authorised representative of a Full Member elected by those present presides at a general meeting.
- 7 4 The Company must hold an AGM in every year which all members are entitled to attend and shall, unless the Company decides otherwise, be held within 15 months of the previous AGM. The first AGM may be held within 18 months after the Company's incorporation.
- 7 5 At an AGM the Full Members
- (a) receive the accounts of the Company for the previous financial year,
 - (b) receive the Directors' report on the Company's activities since the previous AGM;
 - (c) accept the retirement of those Directors who wish to retire or whose terms of office are ending,
 - (d) elect persons to be Directors to fill the vacancies arising and elect the Chairman and the Second Vice-Chairman and other honorary officers as necessary,

- (e) appoint auditors for the Company,
 - (f) determine the level of subscription fees for Full Membership and Associate Membership, and
 - (g) discuss and determine any issues of policy or deal with any other business put before them
- 7 6 Any general meeting which is not an AGM is an EGM
- 7 7 An EGM may be called at any time by the Directors
- 7 8 An EGM must be called by the Directors following a written request from at least 5% of Full Members
- 7 9 On receipt of a written request made pursuant to Article 7 8, the Directors must call an EGM within 21 days and the EGM must be held not more than 28 days after the date of the notice calling the EGM
- 7 10 In addition and without prejudice to the provisions of the Companies Acts the Company may by Ordinary Resolution remove any Director before the expiration of his period of office and may by Ordinary Resolution appoint another suitably qualified person in his stead but any person so appointed shall hold his office only until the next AGM

8. APPOINTMENT OF PROXIES

- 8 1 Any appointment of a proxy must be made by a notice in writing which
- (a) states the name and address of the Full Member appointing the proxy,
 - (b) identifies the person appointed to be that Full Member's proxy, the Full Member of which that person is the authorised representative and the general meeting in relation to which that person is appointed,
 - (c) is signed by the Full Member appointing the proxy or is authenticated in such manner as the Directors may determine,
 - (d) is delivered to the Company in accordance with Article 18.8,
 - (e) is received by the Company at least 24 hours before the meeting to which it relates
- 8 2 The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes
- 8 3 Proxy notices may specify how the proxy appointed by a Full Member is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

- 8 4 Unless the proxy notice of a Full Member indicates otherwise, it should be treated as
- (a) allowing the person appointed under it as a proxy discretion on how to vote on any ancillary or procedural resolution put to the meeting,
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself
- 8 5 An appointment under a proxy notice may be revoked by delivering to the Company, in accordance with Article 18 8 a notice given by or on behalf of the member who gave the proxy notice, but such revocation will only take effect if the Company receives it before the start of the meeting to which it relates

9. VOTING AT GENERAL MEETINGS

- 9 1 A resolution at a general meeting shall be decided by a show of hands, unless a poll is demanded.
- 9 2 Except where otherwise provided by the Companies Acts, every issue is decided by a majority of the votes cast
- 9.3 The Chairman of the meeting has a second or casting vote in the event of an equality of votes
- 9.4 Subject to Article 9.3 and Article 9.5, every Full Member present through an authorised representative or by proxy has one vote on each issue
- 9 5 A person who has been appointed as proxy for more than one Full Member has only one vote on a show of hands
- 9 6 A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- 9 7 A poll may be demanded by
- (a) the chairman of the meeting,
 - (b) any Director,
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person representing at least 10% of the total voting rights of all the Full Members present at the meeting and having the right to vote on the resolution

- 9 8 A demand for a poll may be withdrawn if the poll has not yet been taken and the chairman of the meeting consents to the withdrawal
- 9 9 Polls must be taken immediately and in such manner as the chairman of the meeting directs

10. WRITTEN RESOLUTIONS

- 10 1 Subject to Article 10 8, any resolution that may be passed validly at a general meeting of the Company may be passed as a written resolution
- 10 2 A written resolution may be proposed by the Directors or by 5% or more of the Full Members (on written request to the Directors)
- 10 3 If the Full Members exercise their right to propose a written resolution
- (a) they may also require the Company to circulate with it an accompanying statement of up to 1,000 words on the subject matter of the resolution, and
 - (b) such Full Members shall meet the costs of circulating the written resolution (and, where relevant, any accompanying statement), unless the Company resolves otherwise
- 10 4 The Directors must circulate any proposed written resolution to all Full Members, together with
- (a) any accompanying statement,
 - (b) guidance on how to signify agreement to the resolution, and
 - (c) the date by which the resolution must be passed if it is not to lapse
- 10 5 A Full Member signifies agreement to a proposed written resolution when the Company receives from him an authenticated document (whether in hard copy or electronic form) identifying the resolution to which it relates and his agreement to it
- 10 6 Subject to Article 10 7, a written resolution is passed when

- (a) in the case of a resolution which may be passed as an Ordinary Resolution pursuant to the Companies Acts, a simple majority of the Full Members have signified their agreement to it, and
 - (b) in the case of a resolution which must be passed as a Special Resolution pursuant to the Companies Acts, at least 75% of the Full Members have signified their agreement to it
- 10 7 A proposed written resolution lapses if it is not passed before the end of 28 days beginning on the first day on which it was circulated
- 10 8 The following may not be passed as a written resolution
- (a) a resolution to remove a Director before his period of office expires, and
 - (b) a resolution to remove an auditor before his period of office expires

11. THE EXECUTIVE COMMITTEE

- 11.1 The Directors control the Company and its property and funds
- 11.2 The Directors when complete shall consist of up to thirteen Directors, being the Chairman, the Vice-Chairman, the Second Vice-Chairman and up to ten other individuals
- 11 3 All Directors (save for the two Directors appointed pursuant to Articles 13(g) and 13(h) and any co-opted Director appointed pursuant to Article 11 5) must be authorised representatives of Full Members.
- 11 4 A Director's term of office automatically terminates if he or she
- (a) is disqualified from acting as a company director,
 - (b) is incapable, whether mentally or physically, of managing his or her own affairs,
 - (c) is absent from three consecutive meetings of the Executive Committee,
 - (d) is the authorised representative of a school that ceases to be a Full Member (but such a person may be reinstated by resolution passed by all the other members of the Executive Committee if the school of which he is an authorised representative resumes Full Membership of the Company),
 - (e) resigns by written notice to the Executive Committee (but only if at least five Directors will remain in office),

- (f) is removed by resolution passed by 75% of the other members of the Executive Committee (or, if the number of such members is not divisible by four, the lowest number exceeding 75%) after inviting the views of the Director concerned and considered the matter in the light of any such views, or
 - (g) ceases to be the Head Teacher of the Full Member for which he or she has acted as authorised representative or, being a Director appointed in accordance with Article 13 1, ceases to be a member of the organisation listed in Article 13 1 of which he was the representative on the Executive Committee
- 11 5 The Directors may at any time co-opt any person who they consider to have the requisite skills, knowledge and expertise to be appointed as a Director to fill a vacancy in their number or as an additional Director
- 11 6 A co-opted Director appointed pursuant to Article 11 5 shall hold office only until the next AGM (unless a longer term of office is otherwise approved by the Directors but provided always that no individual shall serve as a co-opted Director for more than [5] years in total)
- 11 7 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

12. CHAIRMAN, VICE-CHAIRMAN AND SECOND VICE-CHAIRMAN

- 12 1 The Chairman, who must be the authorised representative of a Full Member, shall be elected by the Company at each AGM and shall hold office for the duration of the subsequent academic year. The retiring Chairman shall not be eligible for re-election but shall hold office as Vice-Chairman of the Company for the academic year following his or her year of office as Chairman
- 12 2 The Second Vice-Chairman shall be elected by the Company at each AGM and shall ordinarily hold office for one academic year.

13. OTHER DIRECTORS

- 13 1 In addition to the Chairman, Vice-Chairman and the Second Vice-Chairman, there shall be one Director in membership of each of the following associations
- (a) The Headmasters' and Headmistresses' Conference (HMC),
 - (b) The Girls' Schools Association (GSA),
 - (c) The Incorporated Association of Preparatory Schools (IAPS),
 - (d) The Society of Heads of Independent Schools (SHMIS),
 - (e) The Independent Schools Association (ISA),

- (f) The State Boarding Schools' Association (SBSA),
 - (g) the Independent Schools' Bursars Association (ISBA), and
 - (h) the Association of Governing Bodies of Independent Schools (AGBIS).
- 13.2 Subject to Article 11.5, Article 12 and Article 13.3, Directors are elected by the Company at AGM following nomination in accordance with Article 14
- 13.3 Directors may be appointed in such a manner as may from time to time be approved by the Company
- 13.4 A Director appointed under Article 13.1 shall hold office for an initial period of three years, following which he or she may be re-elected for a further period of two years, following which he or she must retire unless elected as Chairman or Second Vice-Chairman

14. NOMINATIONS FOR THE EXECUTIVE COMMITTEE

- 14.1 Subject to Article 11.6 and 13.3, an individual is only eligible for election to the Executive Committee if he or she is nominated for election in accordance with this Article 14
- 14.2 Subject to Article 14.3, nominations for the Executive Committee must be made and seconded by Full Members
- 14.3 Any nomination for the office of Chairman or Second Vice-Chairman that is made or seconded by a Director must be approved by the Executive Committee before being lodged with the Secretary in accordance with Article 14.4
- 14.4 Nominations duly made and seconded must be lodged in writing with the Secretary at the Company's registered office not less than one calendar month before the AGM at which the election is to take place
- 14.5 A list of nominations properly received must be sent to members with the notice convening the general meeting.

15. PROCEEDINGS OF EXECUTIVE COMMITTEE

- 15.1 The Directors must hold at least three meetings each year
- 15.2 A quorum at a meeting of the Directors is five Directors provided that in all cases the Chairman or a Vice-Chairman must be present
- 15.3 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants

- 15 4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting
- 15 5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Directors who would have been eligible to vote on the matter at a meeting of the Directors circulated to all the Directors and approved by a simple majority of them is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 15 6 Except for the chairman of the meeting, who in the case of an equality of votes has a second or casting vote, every Director has one vote on each issue
- 15 7 Whenever a Director has an interest in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must:
- (a) declare an interest before discussion begins on the matter,
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information,
 - (c) not be counted in the quorum for that part of the meeting,
 - (d) withdraw during the vote and have no vote on the matter
- 15 8 If a conflict of interests arises for a Director and the conflict is not authorised by Article 15 9 then, subject to Article 15 10, the unconflicted Directors may authorise such a conflict of interests provided that
- (a) the procedure in Article 15.7 is followed, and
 - (b) the unconflicted Directors consider it is in the best interests of the Company to authorise the conflict of interest in the circumstances
- 15 9 Conflicts of interests which arise in relation to benefits allowed under Article 5 1 are authorised automatically and need not be separately authorised pursuant to Article 15 8
- 15 10 Conflicts of interests in transactions or arrangements, others than those specified in Article 15 9, may not be authorised
- 15 11 If a Director has an interest, whether direct or indirect, in a proposed transaction or arrangement with the Company, he must declare that interest before the Company enters into the transaction or arrangement. If a Director has an interest, whether direct or indirect, in an existing transaction or arrangement with the Company, he must declare it as soon as reasonably practicable

- 15 12 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

16. POWERS OF THE EXECUTIVE COMMITTEE

16 1 The Directors have the following powers in the administration of the Company

- (a) to appoint (and remove) any individual (who may be a Director) to act as Secretary to the Company,
- (b) to appoint and remove individuals (who may but need not be Directors) to act as Treasurer and other honorary officers,
- (c) to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Director and all proceedings of committees must be reported promptly to the Directors),
- (d) to make Standing Orders consistent with the Memorandum, these Articles and the Companies Acts to govern proceedings at general meetings,
- (e) to make Rules consistent with the Memorandum, these Articles and the Companies Acts to govern proceedings at their meetings and at meetings of committees,
- (f) from time to time to invite individuals who are not Directors to attend their meetings (or any part of such a meeting) and participate in such manner as the Directors may decide, provided always that any individuals so invited shall not be entitled to vote at Executive Committee meetings,
- (g) to confer on any individuals such honorary title and appoint such honorary officers as they think fit and fix the level of remuneration (if any) of such honorary officers,
- (h) to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Company and the use of its seal (if any),
- (i) to establish procedures to assist the resolution of disputes within the Company,
- (j) to exercise any powers of the Company which are not reserved to a general meeting

16.2 If the Directors shall at any time be or be reduced in number to less than three it shall be lawful for them to act as Directors for the purposes of admitting persons as Directors filling up vacancies in their body or summoning a general meeting but not for any other purpose

17. RECORDS & ACCOUNTS

- 17 1 The Directors must comply with the requirements of the Companies Acts as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of
- (a) annual reports,
 - (b) annual returns, and
 - (c) annual statements of account
- 17 2 The Directors must keep proper records of
- (a) all resolutions of members passed otherwise than at a general meeting,
 - (b) all proceedings at general meetings,
 - (c) all proceedings at meetings of the Directors,
 - (d) all reports of committees, and
 - (e) all professional advice obtained
- 17 3 The records referred to in Articles 17 2(a), 17 2(b) and 17 2(c) must be kept for 10 years from the date of the resolution, general meeting or Directors' meeting, as relevant
- 17 4 Accounting records relating to the Company must be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by members who are not Directors if the Directors so decide.
- 17 5 A copy of the Company's latest available statement of account or annual report must be supplied on request to any Director or member, free of charge. A copy of either document must also be supplied within two months to any other person who makes a written request for it and pays the Company's reasonable costs.

18. NOTICES

- 18 1 The Company may validly send or supply any document (including any notice) or information to a member
- (a) by delivering it by hand to the address recorded for the member in the register of members,
 - (b) by sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the member in the register of members,

- (c) by fax to a fax number notified by the member in writing,
- (d) by publishing in any suitable journal or newspaper or any newsletter distributed by the Company,
- (e) by electronic mail to an email address notified by the member in writing, or
- (f) by means of a website the address of which has been notified to the member in writing

in accordance with this Article 18

18.2 The Company may only send a document or information to a member by electronic mail

- (a) where the member concerned has agreed (either generally or in relation to the specific document or information) that it may be sent in that form, and
- (b) to the address specified for that purpose by the member

18.3 The Company may send a document or information to a member via a website if the member concerned has not responded within 28 days of the Company sending him a request asking him to agree to the Company communicating with him in that manner, provided that

- (a) the request stated clearly what the effect of failure to respond would be,
- (b) when the request is sent to the member, at least 12 months have passed since the Company last requested the member to agree to receive the same or a similar type of document or information via a website,
- (c) the document or information concerned is made available in a form which enables the recipient to read it and retain a copy of it; and
- (d) the Company complies with the requirements of Articles 18.4 and 18.5

18.4 When sending information or a document via a website, the Company must notify each intended recipient of

- (a) the presence of the document or information on the website,

- (b) the address of the website,
- (c) the place on the website where it may be accessed; and
- (d) how to access the document or information

18 5 Where information or a document is sent to members via a website in accordance with this Article, the document or information must remain on the website

- (a) in the case of notice of a general meeting, until after the general meeting has ended, and
- (b) in all other cases, for 28 days beginning with the date on which the Company sent notification pursuant to Article 18 4

18 6 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address,
- (b) two clear days after being sent by first class post to the relevant address,
- (c) three clear days after being sent by second class or overseas post to the relevant address,
- (d) on the date of publication of a newspaper containing the notice,
- (e) on the date on which the notice was posted on a website (or, if later, the date on which the member was notified of the posting on the website in accordance with Article 18 4),
- (f) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally, or if earlier
- (g) as soon as the member acknowledges actual receipt

18 7 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

18 8 Members may validly send any notice or document to the Company

- (a) by post to
 - (i) the Company's registered office, or

- (ii) any other address specified by the Company for such purposes,
- (b) to any fax number or email address provided by the Company for such purposes

19. LIMITED LIABILITY

The liability of Full Members is limited

20. GUARANTEE

Every Full Member promises, if the Company is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to one pound towards the costs of dissolution and the liabilities incurred by the Company while the contributor was a Full Member

21. DISSOLUTION

If the Company is dissolved, the assets (if any) remaining after provision has been made for all its liabilities shall be paid to or distributed among the Full Members of the Company equally

22. INTERPRETATION

22.1 In the Articles

"academic year"	means the period from 1 September in one year until 31 August in the following year, inclusive of those two days,
"AGM"	means an annual general meeting of the Company,
"the Articles"	means these articles of association,
"Associate Member"	means an associate member of the Company admitted under Article 6 4 and "Associate Membership" has a corresponding meaning,
"authenticated document"	means a document sent (a) by hard copy that is signed by the person sending it. or (b) electronically in which the identity of the sender is confirmed in a manner specified by the Company (or where no such manner has been specified, which

contains or is accompanied by a statement of the identity of the sender and where the Company has no reason to doubt the truth of that statement),

"authorised representative"

means in relation to Full Members and those Associate Members that are schools, either the Head of the school or a person nominated by the Governors of the school who performs the duties of a Head and in either case whose name is given to the Secretary, in relation to other Associate Members that are organisations, an individual who is authorised by that Associate Member organisation to act on its behalf at meetings of the Company and whose name is given to the Secretary;

"Chairman"

means the chairman of the Directors,

"the Company"

means the company governed by these Articles;

"the Companies Acts"

means the Companies Acts 1985 1989 and 2006,

"clear days"

means 24 hours from midnight following the relevant event,

"Director"

means a director of the Company and "Directors" means all of the Directors,

"EGM"

means an extraordinary general meeting of the Company,

"Executive Committee"

means all the Directors,

"financial expert"

means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000,

"Full Member"

means a member admitted to the company under Article 6 3 and "Full Membership" has a corresponding meaning

"member", "members" and "membership"	refer to Full Members and Associate Members of the Company, unless the context otherwise admits,
"Memorandum"	means the Company's Memorandum of Association,
"month"	means calendar month,
"the Objects"	means the Objects of the Company as defined in Article 3,
"Participating Association"	means any one of the following <ul style="list-style-type: none"> (a) the Association of Governing Bodies of Independent Schools, (b) the Council of British International Schools, (c) the Girls' Schools Association, (d) the Headmasters' and Headmistresses' Conference, (e) the Independent Association of Prep Schools, (f) the Independent Schools Association, (g) the Independent Schools' Bursars Association, (h) the Society of Heads of Independent Schools, (i) the Scottish Council of Independent Schools, (j) or any other association as may be deemed by the Executive Committee at any time to be appropriate
"Secretary"	means the Secretary of the Company,
"written" or "in writing"	refers to a legible document on paper or a document which can be printed onto paper including a fax message or electronic mail, and
"year"	means calendar year

22 2 Expressions defined in the Acts have the same meaning in the Memorandum and these Articles

22 3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it