**COMPANIES ACT 2006**

**ARTICLES OF ASSOCIATION**

**OF**

**THE KING ALFRED SCHOOL SOCIETY**

*Incorporated 20th June 1898*

Company No: 57854

Charity No: 312590

*Adopted by special resolution dated 11th February 2025*



BATH \* CAMBRIDGE \* LONDON \*

[www.stoneking.co.uk](http://www.stoneking.co.uk)

**COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE AND**

**NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**THE KING ALFRED SCHOOL SOCIETY**

1. **NAME**

The name of the company is The King Alfred School Society (the “**Society**”).

1. **REGISTERED OFFICE**

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

1. **OBJECTS** 
   1. The objects of the Society (the “**Objects**”) are:
      1. to establish and carry on Schools which take account of the work of educational reformers, are prepared to initiate or co-operate in educational research, and encourage the fullest development of whatever talents their members possess without resort to pressures which might upset the proper balance of the physical, the emotional and the intellectual aspects of the individual;
      2. to promote the advancement of Educational Science in all or any of its branches by the diffusion of knowledge relating thereto;
      3. to establish Colleges or Departments for Students of Education which shall be directed expressly to equip teachers qualified to undertake posts in the Schools or in schools with similar aims independently of the Society.
   2. Members shall be encouraged and expected to support, understand and promote the Objects.
   3. This provision may be amended by special resolution but only with the prior written consent of the Commission where required by the Charities Act.
2. **POWERS**

The Society has the following powers which may be exercised only in promoting the Objects:

* 1. to establish and carry on Schools in accordance with the Objects;
  2. to observe the following aims and purposes in all Schools:
     1. to promote co-operation in the education of children between parents and teachers, amongst other ways, by giving to parents who are members of the Society some representation in the management of the Society and its Schools;
     2. to make provision for some member or members of the teaching profession in sympathy with the aims and principles of the Society forming part of the governing body of the Schools;
     3. to educate in accordance with the accepted laws of health under proper medical advice;
     4. to teach boys and girls together;
  3. to conduct the education in all the Schools and Colleges of the Society upon curricula based upon the theories of education hereinbefore mentioned, and not solely upon the requirements of examining bodies;
  4. to undertake work of the Society, and all the Society's Schools and Colleges, and the education imparted therein, which is free from any connection with any religious organisation or denomination or political association. No enquiries shall be made into the religious beliefs or practices of parents, teachers, pupils or any officers of the Society;
  5. to offer scholarships, exhibitions and bursaries and to make grants or allowances to Pupils or prospective Pupils at any School;
  6. to offer scholarships, exhibitions and bursaries and to make grants and allowances to any Pupil or past Pupil of any School for the purpose of proceeding to any school or university or other educational establishment;
  7. to make grants or allowances to any person engaged in teaching in any School for the purpose of training such person at any university or other educational establishment or attending any other training course whatsoever;
  8. to construct, maintain, equip and alter buildings in order to provide a School or Schools and other facilities including facilities for study, research, recreational sports and also performance of artistic and cultural activities of every description**;**
  9. to promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays and classes;
  10. to promote or carry out research**,** surveys, studies or other work, making the results available;
  11. to provide advice;
  12. to print, publish, issue, distribute and commission papers, periodicals, books, circulars, pamphlets, leaflets, journals, films, tapes and other instructional matter on any media;
  13. to advertise in such manner as may be thought expedient;
  14. to co-operate with other bodies;
  15. to support, administer or set up other charities;
  16. to establish charitable trusts for any particular purposes of the Society, to act as trustees of such charitable trust whether established by the Society or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Society and may be conducive to its Objects;
  17. to carry on trade in the course of carrying out the Objects;
  18. to receive and administer bequests and donations;
  19. to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act and these Articles) including entering into any related derivative arrangement, but only where the derivative arrangement is an integral part of managing the Society’s debt, and not a purely speculative transaction;
  20. to acquire or hire Property of any kind, and to alter and maintain any such Property as may be required from time to time;
  21. to let or dispose of Property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
  22. to make grants or loans of money and to give guarantees (but only in accordance with any requirements of the Charities Act);
  23. to set aside funds for special purposes or as reserves against future expenditure;
  24. to deposit or invest in funds in any manner (but to invest only after obtaining such advice from a Financial Expert as Council consider necessary and having regard to the suitability of investments and the need for the mitigation of risk) provided that the Society shall have power to retain any investments donated to it;
  25. to delegate the management of investments to a Financial Expert, but only on terms that:
      1. the investment policy is set down in writing for the Financial Expert by Council;
      2. timely reports of all transactions are provided to Council;
      3. the performance of the investments is reviewed regularly with Council;
      4. Council is entitled to cancel the delegation arrangement at any time;
      5. the investment policy and the delegation arrangement are reviewed at least once a year;
      6. 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 Council on receipt;
      7. the Financial Expert must not do anything outside the powers of Council;
  26. to arrange for investments or other Property of the Society to be held in the name of a nominee company acting under the direction of Council or controlled by a Financial Expert acting under their instructions and to pay any reasonable fee required;
  27. to enter into any derivative arrangement in connection with any investment provided that such an arrangement is:
      1. ancillary to the investment;
      2. entered into in order to manage risk associated with the investment and/or transaction costs associated with the investment; and
      3. is not a purely speculative transaction;
  28. to deposit documents and physical assets with a company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
  29. to insure the Property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
  30. to provide indemnity insurance for the Council Members in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
  31. subject to Article 5 to employ paid or unpaid agents staff or advisers;
  32. to enter into contracts to provide services to or on behalf of other bodies;
  33. to establish, hold shares in, or acquire subsidiary companies;
  34. to promote any charitable company or companies or other entity or organisation for the purpose of establishing or carrying on any School or Schools; and
  35. to do anything else within the law which promotes or helps to promote the Objects.

1. **BENEFITS AND CONFLICTS FOR MEMBERS AND COUNCIL MEMBERS**
   1. The Property and funds of the Society must be used only for promoting the Objects and do not belong to the Members but:
      1. Members who are not Council Members may be employed by or enter into contracts with the Society and receive reasonable payment for goods or services supplied; and

subject to compliance with Articles 5.5 and 5.6:

* + 1. Members, Council Members and Connected Persons may be paid interest at a reasonable rate on money lent to the Society;
    2. Members, Council Members and Connected Persons may be paid a reasonable rent or hiring fee for Property let or hired to the Society; and
    3. individual Members, Council Members and Connected Persons who are beneficiaries of the Society may receive charitable benefits in that capacity including, in the case of a Council Member or any Connected Person:

1. the provision of education to any Pupil being the child of a Council Member or any Connected Person on the same terms in all material respects as any other Pupil who is not so connected to a Council Member; and
2. any payment or remission under a scholarship, exhibition, bursary, grant or assisted place awarded to any Pupil being the child of a Council Member or any Connected Person provided that the award is based upon criteria and policies, and applied in the same consistent manner, as would apply to any other Pupil who is not so connected to a Council Member.
   1. A Council Member or Connected Person must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except:
      1. as mentioned in Articles 4.30, 5.1.2, 5.1.3, 5.1.4, 5.3 or 5.4;
      2. in the case of a Council Member, reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society;
      3. in the case of a Council Member, an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);
      4. payment to any company in which a Council Member or a Connected Person has no more than a one percent shareholding; or
      5. in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance where required and subject, where required by the Act, to the approval or affirmation of the Members).
   2. A Connected Person may be employed by the Society where the following conditions are met:
      1. the amount of any remuneration does not exceed what is reasonable in the circumstances;
      2. the requirements of Article 5.5 are fully complied with;
      3. the other Council Members are satisfied that it is in the interests of the Society to employ that Connected Person, rather than someone who is not a Connected Person. In reaching that decision, the Council Members must balance the advantage of employing a Connected Person against the disadvantages of doing so, in particular the loss of the Council Member’s services as a result of dealing with the Council Member’s conflict of interest; and
      4. the number of Council Members, affected either directly or indirectly, in such a position at the time of the employment is in the minority, and will remain so after the appointment.
   3. No Council Member, or Connected Person, may be employed by the Society except in accordance with Article 5.2.5 or Article 5.3, but, subject to compliance with Article 5.5, any Council Member or Connected Person may enter into a written contract with the Society (stating the maximum to be paid), to supply goods or services in return for a payment or other material benefit but only if:
      1. the goods or services are actually required by the Society, and Council decides that it is in the best interests of the Society to enter into such a contract;
      2. the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services; and
      3. no more than a minority of Council Members (whether directly or by way of a Connected Person) are subject to such a contract at any time.
   4. Subject to Articles 5.6, 5.7 and 5.10, any Council Member who becomes a Conflicted Council Member in relation to any matter must:
      1. declare the nature and extent of his or her interest at or before discussion begins on the matter such declaration to be made in compliance with the provisions of the Act;
      2. withdraw from the meeting for that item after providing any information requested by the other Council Members;
      3. not be counted in the quorum for that part of the meeting or in respect of any relevant electronic resolution pursuant to Article 11.9;
      4. be absent during the vote and have no vote on the matter; and
      5. not sign any written resolution or electronic resolution in relation to that matter except where required to do so to confirm a resolution of the other Council Members.
   5. Subject to Article 5.7, when any Council Member is a Conflicted Council Member, the Council Members who are not Conflicted Council Members, if:
3. they form a quorum without counting the Conflicted Council Member; and

(ii) are satisfied that it is in the best interests of the Society to do so,

may by resolution passed in the absence of the Conflicted Council Member authorise (subject to such terms as they may impose from time to time and to their right to vary or terminate such authorisation) the Conflicted Council Member, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Council Member:

* + 1. to continue to participate in discussions leading to the making of a decision and/or be counted in the quorum for that part of the meeting dealing with the relevant matter and/or be present for and have a vote on the relevant matter (including by written resolution or electronic resolution), except in each case where a Conflicted Council Member or a Connected Person is to receive any payment or material benefit; or
    2. to disclose information confidential to the Society to a third party; or
    3. to take any other action not otherwise authorised which does not involve the receipt by the Conflicted Council Member or a Connected Person of any payment or material benefit, or to refrain from taking any step required to remove the conflict.
  1. A procedure equivalent to that as set out in Articles 5.6.1 to 5.6.3 shall apply (unless Council determines otherwise in any particular case) to any transaction, arrangement, situation or matter giving rise to a conflict of interest in relation to any Conflicted Council Member where the Conflicted Council Member has complied with the requirement to declare the nature and extent of his or her interest in accordance with Article 5.5.1 but subject to Article 5.10 and:
     1. the conflict of interest arises solely as a consequence of any Pupil being the child of a Council Member or a Connected Person; and
     2. the transaction, arrangement, situation or matter will or may affect the provision of education or related services to Pupils generally (in which case, for the purposes of applying the procedure in Articles 5.6.1 to 5.6.3 this will be deemed not to confer a material benefit).
  2. A Conflicted Council Member who obtains (other than through his or her position as a Council Member) information that is confidential to a third party, shall not be in breach of his or her duties to the Society if he or she declares the conflict in accordance with Article 5.5 and then withholds such confidential information from the Society.
  3. For any transaction or arrangement authorised under Articles 4.30, 5.1.2 to 5.1.4, 5.2, 5.3 and 5.4, the Council Member’s duty under the Act to avoid a conflict of interest with the Society shall be disapplied provided the relevant provisions of Articles 5.5 to 5.8 have been followed.
  4. A Conflicted Council Member is not required to declare the nature and extent of his or her interest:
     1. where the Conflicted Council Member is not aware of the interest (but the Conflicted Council Member is treated as being aware of matters of which he or she ought reasonably to be aware); or
     2. where the Conflicted Council Member is not aware of the transaction or arrangement in question (but the Conflicted Council Member is treated as being aware of matters which he or she ought reasonably to be aware); or
     3. if, and to the extent that, the other Council Members are already aware of the interest (or ought reasonably to be aware of the interest) but only if the identity of that Conflicted Council Member in respect of the relevant interest is known to the other Council Members.

1. **MEMBERSHIP**
   1. The Society must maintain a register of Members.
   2. Council may from time to time make such rules consistent with these Articles and the Act as they deem necessary, expedient or convenient for the purposes of prescribing the classes of and conditions of membership of the Society and, in particular but without limiting the generality of the foregoing, they may by such rules regulate the admission and classification of Members, the rights and privileges of membership, the terms upon which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees and payments to be made by Members. However, the Society in general meeting shall have the power to alter or repeal such rules and to make additions to such rules.
   3. An application to become a Member shall be made in writing, and shall specify the name, address and occupation of the applicant, and shall be in the form from time to time prescribed by Council. If the applicant is approved of by two-thirds in number of Council Members present at a meeting of Council, or by a sub-committee appointed for that purpose, they shall, upon payment of the subscription payable by Members, and entrance fee (if any), become and be enrolled as a Member.
   4. Without prejudice to the provisions of Articles 6.2 and 12 the following shall be the terms and conditions of membership of the Society:
      1. successful applicants for membership may pay a life subscription of an amount prescribed by Council from time to time and thereupon shall be entitled to be Members for life;
      2. any parent or guardian of any Pupil shall be entitled to become and remain a Member during the period of the tuition of their children on payment of either (a) an annual fee or (b) a composite one-off fee for the duration of the Pupil’s attendance at a School, in each case of an amount prescribed by Council from time to time;
      3. in other cases the subscription of Members shall be an amount per annum prescribed by Council from time to time;
      4. Honorary Fellows (as such) shall not be liable to pay any subscription.

The above terms and conditions and the terms and conditions of membership may from time to time be altered by Council, but so that no increase of subscriptions shall affect any person who has become a Member for life under Article 6.4.1 or has become a Member under Article 6.4.2 by payment of the composite fee prior to the making of such increase.

* 1. Annual subscriptions shall be payable in advance. The first of September in every year shall be the day from which the subscriptions shall run, provided that the first annual subscription paid by any Member elected between the 1st June and the 1st September in any year shall extend and cover the year commencing on the 1st September following their election. All fees and subscriptions payable by any Member shall be a debt due from him/her to the Society.
  2. Any Member may withdraw from the Society by giving written notice of their intention so to do addressed to the Secretary, at the registered office of the Society, and they shall thereupon cease to be a Member, but shall remain liable to the Society for any subscriptions in arrear at the time of their resignation.
  3. If any Member fails to pay their annual subscription within three months after it shall have fallen due, Council may, if they think fit, cause the name of such Member to be removed from the register of Members, and thereupon they shall cease to be a Member, but without prejudice to their liability for the amount of any subscription in arrear.
  4. Council may by resolution passed by a majority of not less than two thirds of the Council Members present at a meeting of Council expel any Member from the Society provided that in case of the expulsion of any person Council shall forthwith give notice thereof to the Member expelled, and such Member may within fourteen days after the receipt of such notice give to the Secretary notice of their intention to appeal to the Society in general meeting, and such appeal shall be to the first AGM held after the expiration of such fourteen days as aforesaid, or if the Council think fit they may summon a general meeting to consider the appeal, and the Society in general meeting may confirm, reverse or alter the decision of the Council. Any Member expelled by the Council who shall give such notice of appeal as aforesaid shall be deemed to continue as a Member until the decision of the Society in general meeting shall have been given.
  5. Persons who have ceased to be Members and the legal personal representatives of deceased Members shall have no interest in the management, Property or funds of the Society, nor shall such legal personal representatives have any claim upon the Society for a return of any part of the deceased Member's donations or subscriptions made by the Member in their lifetime.
  6. Membership of the Society is not transferable.
  7. Any Member which is constituted as a company or other incorporated organisation may nominate any person to act as its duly authorised representative at any meeting of the Society by resolution of its directors or other governing body, provided that:
     1. the organisation must give written notice to the Society of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The nominee may continue to represent the organisation until written notice to the contrary is received by the Society;
     2. notice given to the Society will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the nominee has been properly appointed by the organisation.
  8. Any unincorporated organisation that is a Member of the Society may nominate any person to act as its duly authorised representative at any meeting of the Society, provided that:
     1. the organisation must give written notice to the Society of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The nominee may continue to represent the organisation until written notice to the contrary is received by the Society;
     2. notice given to the Society will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the nominee has been properly appointed by the organisation;
     3. the duly authorised representative of an unincorporated organisation shall be entered in the register of Members as the Member, with the name of the unincorporated organisation which they represent noted next to them.

1. **LIMITED LIABILITY**

The liability of Members is limited.

1. **GUARANTEE**

Every Member promises if the Society is dissolved while he/ she or it remains a Member or within twelve months afterwards to contribute up to one pound (£1) towards the costs of dissolution and the liabilities incurred by the Society while they or it was a Member.

1. **GENERAL MEETINGS OF MEMBERS**
   1. **General Meetings**
      1. Members are entitled to attend general meetings. A general meeting may be called at any time by Council and must be called in accordance with the Act on a request from at least five percent of the Members or at least 50 Members (whichever is the fewer) having the right to vote at general meetings of the Society if the request is issued in accordance with the Act.
      2. General meetings shall be held in London (unless for serious health or safety reasons this is not reasonably possible, in which case meetings shall be held as near to London as is reasonably possible).
      3. The time appointed for a general meeting shall be between 9am and 10pm.
      4. Council may cancel any general meeting that Council has called other than any general meeting called on a request of Members in accordance with this Article 9.1.
   2. **Notice**
      1. Subject to Article 9.2.2, general meetings at which it is proposed to elect Council Members are called on at least thirty Clear Days’ notice and any other general meetings are called on at least twenty-one Clear Days’ notice (unless in any case the Act requires a longer notice period) specifying: the time, date and place of the meeting; the general nature of the business to be transacted; and notifying Members of their right to appoint a proxy.
      2. A general meeting may be called by shorter notice if ninety percent of the Members entitled to vote upon the business to be transacted agree.
      3. Notice of general meetings should be given to every Member and Council Member, and to the Society’s auditors.
      4. The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it or because of an accidental omission to give notice by the Society.
   3. **Quorum**
      1. No business shall be transacted at any meeting (including any adjourned meeting pursuant to Article 9.3.2) unless a quorum is present. There is a quorum at a general meeting if the number of Members present in person or by proxy or by the duly authorised representative of an organisation, is at least thirty Members.
      2. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to a day (not later than fourteen Clear Days’ from the original day of the meeting) and at such time and place as the Council may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
   4. **Chairperson of the Meeting**
      1. The President or, in his or her absence or unwillingness to act, the Chair of Council or (if the Chair of Council is unable or unwilling to do so) some other Council Member elected by Council presides at a general meeting.
      2. If none of the President, the Chair of Council or any Council Member is willing to act as chairperson, or if none of the President, the Chair of Council or any Council Member is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairperson. Save that a proxy who is not a Member entitled to vote in their own right shall not be entitled to be appointed as chairperson.
   5. **Adjournment**

The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days’ notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

* 1. **Voting General**
     1. On a show of hands or a poll every Member who (being an individual) is present in person or by proxy or (being an organisation) is present by a duly authorised representative or by proxy, shall have one vote unless, on a show of hands where any proxy is also a Member entitled to vote, in which case the Member shall have one vote in his, her or its capacity as a Member but can vote additionally for his, her or its proxies. In the case of an equality of votes, the chairperson shall have a second or casting vote.
     2. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental incapacity may vote, whether on a show of hands or on a poll, by his or her deputy, registered attorney, curator bonis or other person authorised in that behalf appointed by that court, and any such deputy, registered attorney, curator bonis or other person may, on a show of hands or on a poll, vote by proxy. Evidence to the satisfaction of Council of the authority of the person claiming to exercise the right to vote shall be deposited at the Society’s registered office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than forty-eight hours (excluding public and bank holidays and weekends) before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
     3. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
     4. An Honorary Fellow may attend and speak at any general meeting but (unless he or she is a Member) shall have no right to vote at that general meeting.
     5. Any contested election of President, Treasurer or of Council Members shall be determined either by a postal ballot of every Member and/or by a ballot carried out by suitable Electronic Means of every Member. Council shall decide on each relevant occasion which type of ballot or combination of ballots is to be used and the procedures for the conduct of such type of ballots shall be provided in regulations made by Council provided that such regulations must provide that each Member, howsoever such Member may vote, shall have one vote.
  2. **Poll Voting**
     1. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

1. by the chairperson; or
2. by at least five Members having the right to vote at the meeting; or
3. by a Member or Members representing not less than ten percent of the total voting rights of all the Members having the right to vote at the meeting;

and a demand by a person as proxy for a Member, or as the duly authorised representative of a Member (being an organisation) or as proxy for a duly authorised representative of an organisation, shall be the same as a demand by the Member.

* + 1. Unless a poll is duly demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
    2. A demand for a poll may be withdrawn if the poll has not yet been taken; and the chairperson of the meeting consents to the withdrawal. A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
    3. A poll shall be taken as the chairperson of the meeting directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
    4. A poll demanded on the election of a chairperson of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairperson of the meeting directs not being more than thirty days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
    5. 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 any other case at least seven Clear Days’ notice shall be given specifying the time and place at which the poll is to be taken.
  1. **Proxy Voting**
     1. On a poll or a show of hands, votes may be given either personallyor by the duly authorised representative of an organisation or by proxy.
     2. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in a form approved by Council which shall without limitation:

1. state the name and address of the Member, or the duly authorised representative of an organisation, appointing the proxy;
2. identify the person appointed to be that Member’s, or the duly authorised representative of an organisation’s, proxy and the general meeting in relation to which that person is appointed;
3. be executed by or on behalf of the Member, or the duly authorised representative of an organisation, appointing the proxy; and
4. be delivered to the Society in accordance with these Articles and any instructions contained in the notice of the general meeting to which the proxy relates.
   * 1. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by Council may:
5. in the case of an instrument in Hard Copy Form be deposited at the Society’s registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than forty-eight hours (excluding public and bank holidays and weekends) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
6. in the case of an appointment contained in an Electronic Form, where an address has been specified for the purpose of receiving information by Electronic Means:

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the Society in relation to the meeting, or

(iii) in any invitation which is sent by Electronic Means to appoint a proxy issued by the Society in relation to the meeting,

be received at such address not less than forty-eight hours (excluding public and bank holidays and weekends) before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

1. in the case of a poll taken more than forty-eight hours (excluding public and bank holidays and weekends) after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than twenty-four hours (excluding public holidays and weekends) before the time appointed for the taking of the poll; or
2. where the poll is not taken immediately but is taken not more than forty-eight hours (excluding public and bank holidays and weekends) after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or to the Secretary or to any Council Member;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

* + 1. A vote given or poll demanded by the duly authorised representative of an organisation or by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at its registered office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was sent by Electronic Means, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
    2. An appointment of a proxy may be revoked by delivering to the Society a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
  1. **Written Resolutions**

Subject to the provisions of the Act:

* + 1. A written resolution is passed as an ordinary resolution if it is agreed to by Members representing a simple majority of the total voting rights of Eligible Members.
    2. A written resolution is passed as a special resolution if it is agreed to by Members representing not less than seventy-five percent of the total voting rights of Eligible Members; and states that it is a special resolution.
    3. A Members’ resolution under the Act removing the President, the Treasurer, a Council Member or an auditor before the expiration of his or her term of office may not be passed by a written resolution.
    4. A copy of the written resolution must be sent to every Eligible Member together with a statement informing them of the date by which the resolution must be passed if it is not to lapse, and how to indicate their agreement to the resolution.
    5. A Member indicates his or her agreement to a written resolution when the Society receives from the Member an authenticated document identifying the written resolution and indicating his or her agreement to it:

1. by the Member’s signature if the document is in Hard Copy Form; or
2. by the Member’s signature, or confirmation of the Member’s identity in a manner specified by the Society, accompanied by a statement of the Member’s identity which the Society has no reason to doubt, if the document is in Electronic Form.
   * 1. A written resolution lapses if the required number of agreements has not been obtained by twenty-eightdays beginning with the Circulation Date of the resolution.

and a written resolution signed by the duly authorised representative of a Member (being an organisation), shall be as valid as a written resolution signed by the Member.

* 1. **ANNUAL GENERAL MEETINGS**
     1. The Society must in every year hold an AGM which all Members are entitled to attend. Not more than 15 months shall elapse between the date of one AGM of the Society and that of the next.
     2. At an AGM the Members:

1. receive the accounts of the Society for the previous financial year;
2. receive the Council’s report on the Society’s activities since the previous AGM;
3. accept the retirement of those Council Members who wish to retire or who are retiring by rotation;
4. elect persons to be President and Treasurer for the term provided in Article 13.4 and Council Members to fill vacancies arising pursuant to Articles 10.8 and 10.9 (but subject to the number of vacancies being reduced or increased as a result of the application of Articles 10.2 and/or 10.3) unless any such election is contested in which case the election shall be determined by ballot in accordance with Article 9.6.5;
5. appoint independent examiners or auditors for the Society; and
6. discuss and determine any issues of policy or deal with any other business put before them by Council.
7. **THE COUNCIL**
   1. The Council Members as Charity Trustees have control of the Society and its Property and funds. Council Members are elected or appointed to Council as follows:
      1. by election to fill vacancies pursuant to Article 9.10.2 (d);
      2. in the case of the President and Treasurer, by election to become ex-officio members of Council pursuant to Article 9.10.2 (d);
      3. by appointment by Council to fill a casual vacancy pursuant to Article 10.13;or
      4. by co-option by Council pursuant to Article 10.14.
   2. The Council shall not exceed twenty-one in number (including the President and Treasurer) nor be less than seven in number (in each case including Co-opted Council Members) but within these restraints:
      1. the maximum size of Council can be altered by Council pursuant to Article 10.3; and
      2. Council may from time to time resolve that a certain number of positions on Council shall be reserved for Co-opted Council Members provided that such number of positions is in accordance with the limitations on the number and proportion of Co-opted Council Members pursuant to Article 10.14.
   3. The maximum size of Council shall be reduced or increased with effect from the next following AGM in accordance with the provisions of this Article 10.3:
      1. Council may at any time resolve that the current maximum size of Council shall be reduced or increased with effect from the next following AGM provided that the minimum and maximum numbers of Council Members may not be less than nor exceed the numbers specified in Article 10.2. A resolution under this Article 10.3.1 shall require a majority of 75% of the votes of those Council Members present at a meeting of Council;
      2. if a resolution is passed under Article 10.3.1 to reduce the maximum size of Council, an additional number of Council Members equal to the number by which the Council has resolved to reduce its maximum size shall retire from office at the next following AGM in addition to those Council Members who are required to retire in accordance with Article 10.8 (ignoring for this purpose Article 10.8.5). The additional Council Members who are required to retire shall be determined in accordance with the same order as in Article 10.8 ignoring for this purpose Article 10.8.5 but so that Co-opted Council Members are not required to retire for the purposes of this Article 10.3.2 unless such retirement is necessary in order to comply with the restriction on the number or proportion of such Co-opted Council Members in Article 10.14. If that is the case then Council shall determine which of the Co-opted Council Members shall retire for this purpose and the number of such retiring Co-opted Council Members shall be taken into account when determining the number of additional Council Members that are required to retire by this Article 10.3.2;
      3. Article 10.10 shall apply to any Council Member (not being a Co-opted Council Member) who is required to retire under Article 10.3.2.
   4. The President and Treasurer shall be *ex officio* Council Members.
   5. Every Council Member must sign a declaration of willingness to act as a Charity Trustee of the Society before he or she is eligible to vote at any meeting of the Council.
   6. The Head for the time being of the School or Schools shall be required to attend meetings of Council, but shall not be entitled to vote. They shall when requested withdraw from any meeting of Council.
   7. In addition to the Head attending Council meetings in accordance with Article 10.6, Council may invite persons who are not Council Members (including but not limited to any member of the senior leadership team , any employee, any Pupil, any professional, any educationalist or expert) to attend the whole or any part of any meeting of Council or any committees of Council. Attendees at Council or committee meetings that are not Council Members shall not be entitled to vote.
   8. At every AGM one quarter of Council Members shall retire and be eligible for re-election. The figure shall be calculated as one quarter (or the number nearest to one quarter) of the maximum number of Council Members at any one time since the last AGM, excluding (i) the *ex-officio* Council Members (President and Treasurer) and (ii) the Co-opted Reserve. The number of Council Members retiring, in order to make up the required one quarter figure, shall be composed of ( and in the following order) :
      1. Firstly, Council Members retiring or resigning (or whose term has terminated pursuant to Articles 10.15 or 10.16) from Council during the year since the last AGM;
      2. Secondly, Council Members retiring from Council under Article 10.9.1;
      3. Thirdly, a sufficient number of Council Members retiring by rotation in accordance with Article 10.9.2; and
      4. Fourthly, Council Members retiring from Council in accordance with Article 10.3;

but the requirement for the one quarter of Council Members retiring shall be subject to the limitation in Article 10.9.4.

* 1. Council Members retiring at each AGM shall be as follows:
     1. any member appointed to Council under Article 10.13 shall retire at the next AGM following their appointment, and may stand for election at the AGM; ;
     2. those Council Members who have been longest in office, reckoning from since first elected or, if later, last re-election as the case may be, if required to ensure compliance with the rotation provisions of Article 8;
     3. As between Council Members who are on an equal footing in respect of Article 10.9.2, the retiring Council Members shall be determined by their position on the list of Council Members arranged in alphabetical order by surname;
     4. however, Council Members required to retire pursuant to Article 10.9.2 or 10.9.3 shall not include (a) Council Members who will have served for less than four years since first elected (b) Council Members who will have served less than three years since their last re-election , in each case as at the date of the relevant AGM nor (c) Co-opted Council Members.
  2. A Council Member who retires at an AGM may, if willing to act, be re-elected in accordance with Article 9.10.2(d). If they are not willing to act or is not re-elected, they shall retain office until the end of the meeting (or the end of any adjourned meeting) or, if the election is by way of ballot pursuant to Article 9.6.5, until the time of the declaration of the ballot, as the case may be .
  3. The election of Council Members shall be carried out as follows:
     1. A person (the “applicant”) shall not be eligible to be elected as a Council Member:

1. if the applicant is not a Member (this does not apply to a Co-opted Council Member);
2. if any of the circumstances set out in Article 10.16 (other than Article 10.16.5) apply to the applicant; or
3. if at the time the applicant stands for election either (i) a Connected Person in relation to the applicant is employed by the Society or (ii) the applicant or a Connected Person has entered into a contract for the supply of goods or services to the Society, SAVE THAT such an applicant shall be eligible to stand for Council where Council (or a sub-committee of Council appointed for this purpose with a membership of at least five Council Members), having regard to the conflict, is satisfied that it is in the interests of the Society for the applicant to stand and that such appointment would not result in more than a minority of Council Members being in a similarly conflicted position. Each applicant must state in their nomination form the full circumstances of any relevant Connected Person status or conflict.
   * 1. Every Member of the Society who intends to propose a candidate to fill any vacancy in Council at an AGM shall leave with the Secretary at least twenty days (or such other period or by such date as is specified in the notice convening the relevant AGM) before the day of election a notice in writing (in the form approved by Council) stating the name of the Member intended to be so proposed, their home address, their occupation and the name of their proposer and seconder, by whom such notice shall be signed and the details of any Connected Person status and conflict required to be disclosed pursuant to Article 10.11.1. The notice must also be accompanied by a statement signed by the candidate signifying their consent to serve and may include any information, such as biographical details, which the candidate may reasonably wish to offer. On receipt by the Secretary of any such notice and consent they shall at least fourteen days before the AGM publish to the Members a notice (such publication to be in a form decided by Council which may include by Electronic Form or by publication on a website) setting out the names of the candidates and the names of the proposers and seconders.
     2. The Co-opted Reserve shall not be filled by election but by co-option pursuant to Article 10.14.
   1. If the Society, at the AGM at which a Council Member retires by rotation, does not fill the vacancy, the retiring Council Member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy, or unless a resolution for the reappointment of the Council Member is put to the meeting and lost. PROVIDED THAT if as a result of a decision of Council pursuant to Articles 10.2 and/or 10.3 the number of Council Members who have retired by rotation exceeds the number of vacancies, the Council Members who shall be deemed reappointed shall be selected by applying the criteria in 10.9.2 and 10.9.1 in that order until all vacancies have been filled.
   2. Any casual vacancy may be filled up by Council by appointing a Member to fill that vacancy, but any Member chosen to fill such vacancy shall retain office so long only as the vacating President, Treasurer or Council Member would have remained in office if such vacancy had not occurred but in any event not later than the conclusion of the next following AGM.
   3. Council shall have the power to appoint additional persons (whether or not Members) to serve as co-opted Council Members for such period not exceeding three years, and may remove any such person at any time, as Council see fit provided that the number of Co-opted Council Members shall not at any time exceed the lesser of five persons or one third (or the number nearest to one third) of the then maximum number of Council Members as determined in accordance with Articles 10.2 and 10.3. Co-opted Council Members shall not be subject to the provisions for retirement by rotation at AGMs.
   4. Council may dismiss any Council Member (including the Treasurer but not the President) who has failed to attend four consecutive meetings of Council, provided that this power may only be exercised if Council is satisfied that there is no good reason for such non-attendance. In the event of such a dismissal Council may exercise its rights under Article 10.13 to appoint another person to be a Council Member (and if applicable, to act as Treasurer) in place of the dismissed Council Member.
   5. A Council Member’s (including the President’s and the Treasurer’s) term of office automatically terminates if:
      1. he or she is disqualified under the Charities Act from acting as a Charity Trustee or is disqualified pursuant to law from acting as a director of a limited company;
      2. a registered medical practitioner who is treating that person gives a written opinion to the Society stating that he or she has become physically or mentally incapable of acting as a Council Member and may remain so for three months;
      3. he or she is dismissed by Council pursuant to Article 10.15;
      4. he or she ceases to be a Member except where that Council Member is a Co-opted Council Member;
      5. he or she resigns by written notice to Council (but only if at least seven Council Members will remain in office);
      6. he or she is at any time included in any official list (having legal effect) of persons considered to be unsuitable to have access to children, young persons or vulnerable adults and Council resolves that his or her office be vacated;
      7. he or she is subject to a formal process relating to a breach of the Council Code of Conduct instituted by Council the final recommendation of which is that he or she be removed from Council and he or she is, following that recommendation, removed by 75% resolution of the other Council Members at a Council Meeting after the meeting has invited the views of the Council Member concerned and considered the matter in the light of any such views; or
      8. he or she is removed by resolution passed by the Members present and voting at a general meeting after the meeting has invited the views of the Council Member concerned and considered the matter in the light of any such views.
   6. A (i) technical defect in the appointment of a Council Member; (ii) the disqualification of a Council Member; or (iii) a Council Member’s term of office has terminated, of which Council is unaware at the time does not invalidate decisions of Council whether taken at a meeting or otherwise in accordance with these Articles.
4. **PROCEEDINGS OF COUNCIL AND COMMITTEES**
   1. Council must hold at least three meetings each year. Council Members may meet together for the despatch of business, adjourn, and otherwise regulate their meetings consistent with these Articles and the Act as they think fit.
   2. Meetings of Council shall be summoned as follows:
      1. the President or Chair of Council can summon a meeting of Council (and may do so by providing Council Members with a schedule of proposed meetings of Council);
      2. five (or if less, 50% of the then number of Council Members (rounded up if not a whole number)) or more Council Members may, and the Secretary on the requisition of such number of Council Members shall, at any time summon a meeting of Council; and
      3. it shall not be necessary to give notice of a meeting of Council to any Council Member who has not provided the Secretary with a postal address in the United Kingdom and has not provided an address for communication in Electronic Form.
   3. A quorum at a meeting of Council is five (or if less, 50% of the then number of Council Members (rounded up if not a whole number)) Council Members. No business shall be transacted at any meeting of Council unless a quorum of Council Members is present at the time when the meeting proceeds to business and throughout such meeting.
   4. If the total number of Council Members for the time being is less than the minimum number of Council members as provided in Article 10.2, Council must not make any decision other than a decision to:
      1. call and carry out a meeting of Council to enable Council to co-opt additional Council Members to that required minimum number;
      2. convene a general meeting of the Society and propose resolutions to be considered at that meeting; or
      3. preserve the assets of the Society and the maintenance of the Schools as going concerns.
   5. A meeting of Council may be held either in person or by suitable Electronic Means (including by video or conference call) agreed by Council in which all participants may communicate with all the other participants simultaneously and every issue may be determined by a simple majority of the votes (unless otherwise specified in these Articles) cast at a meeting by those Council Members entitled to vote and present in person or by such suitable Electronic Means.
   6. Any decision by Council must:
      1. be made at a meeting of Council held in accordance with Article 11.5; or
      2. by written resolution in accordance with Article 11.8; or
      3. by a resolution in Electronic Form in accordance with Article 11.9.
   7. Council meetings shall be chaired as follows:
      1. the President shall be entitled to preside and act as chair at every meeting of Council if and when present; or
      2. if the President is not present or chooses not to preside as chair, the Chair of Council or (if the Chair of Council is unable or unwilling to do so) some other Council Member chosen by Council Members present presides at each meeting.
   8. A resolution in writing agreed by all the Council Members (other than any Conflicted Council Member who has not been authorised to vote) is as valid as a resolution passed at a meeting. 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.
   9. A resolution of Council Members in Electronic Form passed by a simple majority of votes (unless otherwise specified in these Articles) of Council Members then entitled to vote on that resolution is as valid as a resolution passed at a meeting subject to the following provisions:
      1. a copy of the resolution must be sent to all Council Members by Electronic Means together with a statement informing them of the date by which the resolution must be passed if it is not to lapse, and how to indicate the agreement by Electronic Means to the resolution;
      2. a Council Member indicates his or her agreement to a resolution in Electronic Form by the means referred to in Article 11.9.1;
      3. a resolution of Council Members in Electronic Form is only valid if the quorum requirements in Article 11.3 are met so that at least a quorum of Council Members validly respond in Electronic Form to the resolution;
      4. a vote to change the size of Council pursuant to Article 10.3 or to remove a Council Member pursuant to Article 10.16.7 must be made at a meeting of Council pursuant to Article 11.5 and not be a resolution in Electronic Form;
      5. Council may make such rules as they see fit (subject to the Act and these Articles) relating to the procedures for dealing with resolutions in Electronic Form.
   10. Except for the Chair of Council (or other chairperson of the relevant meeting), who has a second or casting vote, every Council Member has one vote on each issue.
   11. A Council Member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared in compliance with Article 5; and a Council Member must otherwise comply with the requirements of Article 5.
   12. A procedural defect of which the Council Members are unaware at the time does not invalidate decisions taken at a meeting, by written resolution or by Electronic Form.
5. **POWERS OF COUNCIL**

The business of the Society shall be managed by Council and Council has the following powers in the administration of the Society:

* 1. to appoint (and remove) any person (whether a Member or not and who may be a Council Member) to act as Secretary to the Society;
  2. to elect from among Council Members (such election to occur at least annually unless otherwise agreed by Council) a permanent Chair of Council but Council shall always have the power to remove that Chair of Council at any time***;***
  3. to appoint (and remove) other honorary officers from among the Council Members on such terms as they shall think fit;
  4. to delegate any of its functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Council Member and all proceedings of committees must be reported promptly to Council);
  5. to delegate any of the powers conferred on it (i) to such person,(ii) by such means,(iii) to such an extent, (iv) in relation to such matters and (v) on such terms of reference as Council thinks fit and, if Council so specifies, any such delegation may authorise further delegation of Council’s powers by any person to whom such powers are delegated;
  6. to make standing orders consistent with these Articles and the Act to govern proceedings at general meetings;
  7. to make rules consistent with these Articles and the Act to govern proceedings at Council meetings and at meetings of committees and to govern the election of Council Members and the conduct and administration of Council;
  8. to make regulations consistent with these Articles and the Act to govern the administration of the Society and for the conduct and management of Schools and the use of the Society’s seal (if any) provided that the Society in general meeting shall have the power to alter or repeal such regulations or to make additions to such regulations;
  9. to establish procedures to assist the resolution of disputes within the Society;
  10. to elect from time to time, subject to such regulations and for such period as it may think fit, as Honorary Fellows of the Society, such persons whose names have been distinguished as Council may approve, provided that no person shall by election as an Honorary Fellow become a Member or be entitled to vote at any meeting of the Society in their capacity as an Honorary Fellow (but without limiting their rights as a Member if separately from their election as an Honorary Fellow they are a Member);
  11. to exercise the Society’s power to borrow and, with the authority of a general meeting of the Society, but not otherwise, to exercise the Society’s power to borrow on mortgage or charge pursuant in each case to Article 4.19 (provided that, where authority is given by the Society in general meeting to borrow on mortgage or charge within certain prescribed limits or facilities, no further authority is required to borrow within those limits or facilities);
  12. with the authority of a general meeting of the Society, but not otherwise, (except as to sales or other disposals of moveable Property (including fixtures and fittings) no longer required, or for the purpose of replacing such moveable Property, in the ordinary course of the business of the Society), to exercise the Society’s power to dispose of Property pursuant to Article 4.21; and
  13. to exercise any other powers of the Society which are not reserved to the Members.

1. **THE PRESIDENT AND TREASURER OF THE SOCIETY, AND THEIR MODE OF ELECTION**
   1. Among the Members of the Society there shall be one who shall hold and bear the title and discharge the duties of President; and there shall also be elected from among the Members of the Society one who shall bear the title and discharge the duties of Treasurer.
   2. The President is an ex-officio member of Council and focuses, in particular, on the Society’s stability, achievement of its aims and ideals and the continuing commitment of its Schools to its ethos. The President represents the Society to the public and presides at Society events as necessary.
   3. The Treasurer is an ex-officio member of Council and oversees, on behalf of Council, the financial stability of the Society and its Schools, within the framework of the constitution.
   4. The President and Treasurer shall be elected in accordance with Article 9.10.2 and shall hold office for a term of three years. At the AGM falling three years after their election or re-election, whichever is later, they shall retire and shall be eligible for re-election. If they are not re-elected as President or Treasurer, as the case may be ,they shall retain office until the meeting elects someone in their place, or if it does not do so, Article 13.6 shall apply. Provide that at any time during a relevant three year term, Council may determine that such term shall be shortened and that at the next following AGM the President and/or the Treasurer shall retire and be eligible for re-election in accordance with Article 9.10.2.
   5. Any Member desiring to propose a candidate for the office of President or Treasurer shall leave with the Secretary at least twenty days (or such other period or by such date as is specified in the notice convening the relevant general meeting) before the general meeting at which the election is to take place a notice in writing stating the name of the Member intended to be proposed and signed by the proposer and seconder. If more than one candidate is proposed for any office the voting shall be by ballot in accordance with Article 9.6.5.
   6. In case, for any reason, or by inadvertence, the election of President or Treasurer shall not be made at the general meeting or any adjournment thereof, at which in due course it ought to have been made, the Member, or Members, discharging the office, or offices, with reference to which there shall have been such failure of election as aforesaid, shall be considered as continuing in office until the next election.
2. **RECORDS & ACCOUNTS**
   1. Council must comply with the requirements of the Act and of the Charities Act as to keeping financial records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
      1. annual reports;
      2. annual returns; and
      3. annual statements of account.
   2. Council must keep records of:
      1. all proceedings at general meetings;
      2. all proceedings at meetings of Council;
      3. all proceedings at meetings of committees;
      4. all reports of committees; and
      5. all professional advice obtained.
   3. Accounting records relating to the Society must be made available for inspection by any Council Member at any reasonable time during normal office hours and may be made available for inspection by Members who are not Council Members if Council so decide.
   4. A copy of the Society’s latest available audited accounts must be supplied on request to any Council Member or Member, or to any other person who makes a written request and pays the Society’s reasonable costs, within two months. For this purpose the latest audited accounts shall be considered available:
      1. to Members, from the time when a copy of the accounts has been circulated to Members with the notice of the relevant AGM;
      2. to Council Members, from the time they are first circulated to Council Members for consideration; and
      3. for any other person, from the date they have been filed with Companies House or the Charity Commission.
3. **MEANS OF COMMUNICATION TO BE USED**

(In this Article “**Document**” includes without limitation a notice, proxy form or other information or communication, except where expressly excluded.)

* 1. Any Document to be given to or by any person pursuant to these Articles must be in writing and sent or supplied in Hard Copy Form or Electronic Form, or (in the case of communications by the Society) by making it available on a website, to an address for the time being notified for that purpose to the person giving the Document.
  2. A Document may only be given in Electronic Form where the recipient has agreed (specifically or generally) or where it is provided in these Articles that the document or information may be sent in that form, and this agreement or provision has not been revoked.
  3. A Document may only be given by being made available on a website if the recipient has agreed (specifically or generally) that the document or information may be sent in that form, or if the recipient is deemed to have agreed in accordance with the Act.
  4. The Society may deliver a Document to a Member:
     1. by delivering it by hand to the postal address recorded for the Member on the register;
     2. by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the postal address recorded for the Member on the register;
     3. by fax to a fax number notified by the Member in writing;
     4. by electronic mail (or by other Electronic Means) to an address notified by the Member in writing;
     5. by a website the address of which shall be notified to the Member in writing; or
     6. by advertisement in at least two national newspapers.

This Article does not affect any provision in any relevant legislation or these Articles requiring notices or documents to be delivered in a particular way.

* 1. If a Document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
  2. If a Document is sent by post or other delivery service not referred to below, it is treated as being delivered:
     1. forty-eight hours (provided no account shall be taken of any part of a day which is a public or bank holiday or a weekend) after it was posted, if first class post was used; or
     2. seventy-two hours (provided no account shall be taken of any part of a day which is a public or bank holiday or a weekend) after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a Document was delivered by post or other delivery service by showing that the envelope containing the Document was:

* + 1. properly addressed; and
    2. put into the post system or given to delivery agents with postage or delivery paid.
  1. If a Document is sent by fax, it is treated as being delivered at the time it was sent.
  2. If a Document is sent by electronic mail (or by other Electronic Means), it is treated as being delivered at the time it was sent.
  3. If a Document is sent by a website (in the case of communications by the Society), it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
  4. If a Document is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.
  5. A technical defect in the giving of notice of which Council is unaware at the time does not invalidate decisions taken at a meeting.
  6. A Member present in person, by duly authorised representative of an organisation or by proxy at any general meeting of the Society shall be deemed to have received notice of the meeting, and where necessary of the purpose for which it was called.
  7. A Member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.

1. **EXCLUSION OF MODEL ARTICLES**

The model articles if any for a company limited by guarantee are hereby expressly excluded.

1. **INDEMNITY**
   1. The Society shall indemnify every Council Member against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Society.
   2. In this Article a “Council Member” means any Council Member or former Council Member of the Society.
   3. The Society may indemnify an auditor against any liability incurred by him or her:
      1. in defending proceedings (whether civil or criminal) in which judgement is given in his or her favour or he or she is acquitted; or
      2. in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.
2. **DISSOLUTION**
   1. If the Society is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways as the Members by ordinary resolution may decide:
      1. by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
      2. directly for the Objects or for charitable purposes which are within or similar to the Objects; or
      3. in such other manner consistent with charitable status as the Commission approves in writing in advance.
   2. A final report and statement of account must be sent to the Commission.
   3. This Article may not be amended without the prior written consent of the Commission.
3. **INTERPRETATION**
   1. References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
   2. Throughout these Articles, “charitable” means charitable in accordance with the law of England and Wales. For the avoidance of doubt, the system of law governing the Articles of Association of the Society is the law of England and Wales.
   3. In these Articles:

“**Act**” means the Companies Acts as defined in section 2 of the Companies Act 2006, in so far as they apply to the Society;

“**Address**” includes a number or address used for the purposes of sending or receiving documents by Electronic Means;

“**AGM**” means an annual general meeting of the Society;

“**these Articles**” means these articles of association;

“**Chair of Council**” means the person elected under Article 12.2 to chair Council meetings and other meetings as laid out in these Articles;

**“chairperson”** means the person that acts as chairperson of a meeting in accordance with these Articles;

“**Charities Act**” means the Charities Acts 1992 to 2011, including any statutory modifications or re-enactment thereof for the time being in force;

“**Charity Trustee**” has the meaning prescribed by section 177 of the Charities Act 2011;

“**Circulation Date**” subject to the Act, means the date on which copies of a written resolution are sent or submitted to Members (or if copies are sent or submitted to Members on different days to the first of those days);

“**Clear Day**” means twenty-four hours from midnight on the day that the relevant event (such as the giving of a notice) occurs;

“**the Commission**” means the Charity Commission for England and Wales or any body which replaces it;

“**Conflicted Council Member**” means a Council Member in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Council Member or a Connected Person stands to receive a benefit from the Society, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Society;

“**Connected Person**” means, in relation to a Council Member, a person connected with a director within the meaning of the Act or a person connected with a Charity Trustee or a trustee for a charity within the meaning of the Charities Act;

**“Co-opted Council Member”** means a Council Member appointed by Council pursuant to Article 10.14;

**“Co-opted Reserve”** means the number of places on Council at any relevant time that Council has decided should be reserved for Co-opted Council Members;

**“Council”** means the board of directors and Charity Trustees of the Society made up of the Council Members;

**“Council Code of Conduct”** means the code of conduct relating to Council Members adopted by Council from time to time;

“**Council Member**” means a director and Charity Trustee of the Society and “**Council Members**” means the directors and the Charity Trustees;

“**Electronic Form**” and “**Electronic Means**” have the meanings respectively prescribed to them in the Companies Act 2006;

“**Eligible Member**” subject to the Act, means Members who would have been entitled to vote on the resolution at the time that the first copy of the resolution is sent or submitted to a Member for his or her agreement on the Circulation Date of the resolution;

“**executed**” includes any mode of execution;

“**Financial Expert**” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

“**firm**” includes Limited Liability Partnership;

“**Hard Copy Form**” has the meaning prescribed by the Companies Act 2006;

“**Honorary Fellow**” means any Honorary Fellow elected by Council pursuant to Article 12.10;

“**Member**” and “**Membership**” refer to company membership of the Society;

“**month**” means calendar month;

“**Objects**” means the Objects of the Society as defined in Article 3;

**“President”** means the person who holds the office of President of the Society at any relevant time pursuant to Article 13;

**“Property”** includes all real and personal property, tangible or intangible;

**“Pupil”** means a pupil (or potential pupil) at any School;

“**Secretary**” means the Secretary of the Society at any relevant time appointed by Council pursuant to Article 12.1;

**“School”** means a school established or carried on by the Society;

“**Society**” means the company governed by these Articles;

**“Treasurer”** means the person who holds the office of treasurer of the Society at any relevant time pursuant to Article 13;

“**written**” or “**in writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied, without limitation by, Hard Copy Form, Electronic Means or otherwise; and

“**year**” means calendar year.

* 1. Expressions not otherwise defined which are defined in the Act have the same meaning.
  2. The singular includes the plural and vice versa.
  3. The words “they/their” include “it” and “they/their” include “its” if there is an incorporated or unincorporated organisation that is a Member at any time.

APPENDIX

This appendix is included solely for the purpose of including a historical record of the original signatories to the Memorandum of Association of the Society and does not otherwise form part of these Articles.

“We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Society in pursuance of the Memorandum of Association.

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Names, addresses and description of subscribers.

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F. W. MIALL,

18, Bramshill Gardens, N.W.

Journalist

CECIL J. SHARP,

Principal's House, Hampstead Conservatoire, N.W.

Musician

ALICE MULLINS,

24, Greville Road, St. John's Wood, N.W.

Wife of E. Roscoe Mullins

HAMO THORNYCROFT, R.A.,

2a, Melbury Road, W.

Sculptor

GERALD C. MABERLY,

3, Essex Court, Temple, E.C.

Barrister-at-Law

ISABEL WHITE WALLIS

76, Carlton Hill, N.W.

Wife of E. White Wallis

J. GODFREY HICKSON

52, New Broad Street, London, E.C.

Solicitor

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Dated this 15th day of June, 1898.

Witness to the above signatures,

CHAS. A. PRINGUER

Clerk to Hickson & Moir

52, New Broad Street, London, E.C.

Solicitors.”