

The Companies Act 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE INTERNATIONAL SCHOOL OF ABERDEEN
EDUCATIONAL TRUST LIMITED

I Preliminary

- (1) The Company shall be governed by the Regulations contained in these Articles of Association, but may, by Special Resolution, alter, amend, add to or rescind any Regulations herein contained.
- (2) In these presents the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

Words

Meanings

“The Act”	The Companies Act 1948 as amended or modified by any subsequent legislation.
“The Charities Act”	The Charities and Trustees Investment (Scotland) Act 2005 as amended or modified by any subsequent legislation.
“charity” and “charitable”	A body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.
“charitable purpose” or “charitable object”	A charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the applications of the Taxes Acts
“These Presents”	These Articles of Association and the Regulations of the Company from time to time in force.
“The Company”	The above named Company.

“The Board”	The School Board for the time being of the Company.
“The Office”	The Registered Office of the Company.
“The Seal”	The Common Seal of the Company.
“The United Kingdom”	Great Britain and Northern Ireland.
“Month”	Calendar month.
“Superintendent”	Principal in academic or administrative capacities.
“In Writing”	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
“The School”	The undertaking known as The International School of Aberdeen consisting of the Pre-School, the Lower School and the Upper School currently situated at “Fairgirth”, 294 and 296 North Deeside Road, Milltimber, Aberdeen or wherever situated in the future and /or any other School or Schools acquired by the Company in place thereof or in addition thereto.
	Words importing the singular number only shall include the plural number, and vice versa.
	Words importing the masculine gender only shall include the feminine gender; Words importing persons shall include corporations.
	Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subjects or context, bear the same meanings in these presents.
“Corporation”	Any employer having an employee or employees with a child or children attending or entered for the School and who pays the School fees in respect of such child or children and only during such time as any of its employees has such child or children

continuing to be educated at the School and for so long as it pays the School fees in respect of such child or children.

- (3) The Company is established for the purposes expressed in the Memorandum of Association but may by Special Resolution, alter, amend, add to or rescind any Regulations therein contained, provided that this does not jeopardise the charitable status of the Company.

II MEMBERS

- (4) The number of the Members with which the Company was registered was 50 but the Board may from time to time register an increase in members.

Every Member of the Company shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

- (6) The Register of Members shall be open for inspection to any Member or any person who is not a Member of the Company in accordance with s.116 of Part 8, Chapter 2 of the Companies Act 2006.
- (7) The subscribers to the Memorandum of Association and such other persons as the Board shall admit to Membership in accordance with the provisions hereinafter contained shall be Members of the Company
- (8) The following shall be deemed to be "Persons" who shall be eligible to be Members of the Company:-

Such persons as may desire to be admitted to Membership and who may be elected by the Board to be Members of the Company.

- (b) The parent or parents or legal guardian or guardians of any pupil attending or entered for the School only during such time as such pupil shall continue to be educated at the School.
- (c) Any Corporations.
- (d) Any person appointed as a member of the Board under Article (39) hereof from the date of his appointment and during such time only as he shall continue to be a member of the Board.

- (9) (a) Any election of a person to be a Member of the Company under the provision of Article (8) (b) shall conform to the following Regulations and Conditions:-
- (i) Such person must be proposed for election by a Member of the Board and approved by the Board at a Board Meeting.
 - (ii) Such person must sign and deliver to the Company an application for admission to Membership framed in such terms as the Board may require.
 - (iii) In the event of such person being elected in accordance with the above Regulation he shall be entered as Member of the Company on the Register.
- (b) Any application of a person to be a Member of the Company under the provision of Article (8) (c) or (d) or (e) shall conform to the following:-
- Such person must sign and deliver to the Company an application for admission to Membership framed in such terms as the Board may require and shall then be entered as a Member of the Company on the Register.
- (10) Any Member may at any time resign his membership and cease to be a Member by sending his resignation in writing to the Secretary of the Company, but a Member resigning shall be eligible for re-election if qualified under Article (8).
- (11) If the Board shall be of the opinion that it is not in the interests of the Company that any Member shall continue to be a Member thereof, then the Board may carry out the procedure for suspension or removal set out in Article (52)(xiv) hereof or may convene an Extraordinary General Meeting of the Company and such Member may by Special Resolution be removed from Membership of the Company and thereupon his name shall be removed from the Register, and he shall cease to be a Member and shall forfeit his interest and privileges in the Company provided that any Member in relation to whom any such Special Resolution is to be proposed shall be entitled to address the meeting at which the same is to be proposed in regard to such resolution.

III VOTES OF MEMBERS

- (12) Every Member who is present in person or by proxy or (if that member is a Corporation) who is represented by a duly authorised representative shall be entitled to speak and shall have one vote, whether on a show of hands or on a poll. In any case where the same person is appointed proxy for more than one Member he shall on a show of hands have as many votes as the number of Members for whom he is proxy.

(13) No Member or its proxy or a duly authorised representative of a Corporation shall be entitled to vote at any General Meeting unless all monies then payable by him to the Company have been paid.

(14) Votes shall be given by Members or their proxies or a duly authorised representative of a Corporation present in person at the meetings of the Company either on a show of hands or on a poll. A corporation shall be deemed to be attending a meeting in person if it is represented by a person duly authorised by it in terms of the Act or in such other manner as the Company shall prescribe from time to time.

IV PROXIES

(15) An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the members of the School Board may approve, and the members of the School Board may at their discretion treat a faxed or other machine-made copy of an instrument in any such form as an original copy of the instrument. The instrument of proxy shall, unless the contrary is stated in it, be valid for any adjournment of the meeting as well as for the meeting to which it relates, and shall be deemed to include authority to vote as the proxy thinks fit on any amendment of a resolution put to the meeting for which it is given.

(16) The instrument appointing a proxy and (if required by the members of the School Board) any authority under which it is executed or a copy of the authority (certified notarially or in any other manner approved by the members of the School Board) may:

- (a) be delivered to the registered office, or to some other place within the United Kingdom or to some person specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in case of a poll taken after the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll. An instrument of proxy which is not so delivered shall be invalid.

V CONSTITUTION

(17) The school and all its benefits, including scholarships and prizes, shall be open to pupils of any race, colour or creed.

VI BORROWING POWERSThe Company may (subject to the provisions of the Memorandum of Association of the Company) raise or borrow money for the purpose of the Company's business from a Member of the Board or from any

other person and may secure the repayment of the same, together with any interest and premium thereon, by mortgage or charge upon the whole or any part of the assets and property of the Company, present and future, and may issue bonds, debentures or debenture stock, either charged upon the whole or any part of the assets and property of the Company or not so charged, and in connection therewith may take out and keep in force sinking fund or redemption policies.

- (19) The Register of Mortgages shall be open to inspection by any creditor or member of the Company without payment, and by any other person on payment of the sum of 5 pence for each inspection.
- (20) If the Members of the Board or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Members of the Board may execute or cause to be executed any mortgages or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Members of the Board or persons so becoming liable as aforesaid from any loss in respect of such liability.

VII MEMBERS MEETINGS

- (21) A General Meeting shall be held once in each year at such time and place as may be prescribed by the Board, but no more than fifteen months shall elapse between the date of one General Meeting of the Company and that of the next.
- (22) The General Meetings mentioned in the last preceding clause shall be called "Annual General Meetings" and all other General Meetings of the Company shall be called "Extraordinary General Meetings".
- (23) The Board may, when they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition of the Members of the Company as is provided by the Act.
- (24) If at any time there shall not be present in Scotland and capable of acting, sufficient Members of the Board to form a quorum, then any ten percent of the Members of the Company may convene an Extraordinary General Meeting of the Company in the same manner as nearly as possible as that in which meetings may be convened by the Board.
- (25) In the case of an Extraordinary General Meeting called in pursuance of a requisition no business other than that stated in the requisition as the object of the meeting shall be transacted.
- (26) Twenty one days notice in writing at the least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and Fourteen days notice in writing at the least of every other General Meeting (exclusive in every

case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the Members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of Meetings other than Annual General Meetings, a Meeting may be convened by such Notice as those Members may think fit. The accidental omission to give Notice of a Meeting to any Members, or non receipt by any Member of such Notice, shall not invalidate the proceedings at any General Meeting.

(27) The business of an Annual General Meeting shall be to receive and consider the Accounts Balance Sheets and the Reports of the Board and Auditors, to elect Auditors and fix their remuneration, and to elect members of the Company to the Board under Article (39) (D) hereof. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

(28) No business shall be transacted at any General Meeting unless a quorum of Members or his/her proxy or a duly authorised representative of a Corporation is present at the time when the meeting proceeds to business and such quorum shall consist of not less than ten percent of the Members of the Company personally present or his/her proxy or a duly authorised representative of a Corporation.

(29) Decisions of the Members may be made by way of Written Resolution in accordance with Part 13 Chapter 2 of the Companies Act 2006.

(30) If within half an hour from the time appointed for the Meeting a quorum be not present, the meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum be not present within half an hour from the time appointed for the Meeting, those Members who are present shall be deemed to be a quorum and may do all business which a full quorum might have done.

(31) The Chairman of the Board or in his absence the Vice Chairman, shall preside as Chairman at every General Meeting of the Company. If there be no such officers, or if at any Meeting none of them be present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of the Members of the Board present to be Chairman, or if no Member of the Board be present and willing to take the Chair, the Members present shall choose one of their number to be Chairman.

(32) The Chairman may with the consent of any 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 any adjourned Meeting other than the business left unfinished at the meeting from which the adjournment took place. When a Meeting is adjourned for Thirty days or more, Notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

- (33) At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands by each Member or his/her proxy or a duly authorised representative of a Corporation, unless a Poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by Members present in person or his/her proxy or a duly authorised representative of a Corporation and representing one tenth of the total voting rights of all the Members present or his/hers proxy or a duly authorised representative of a Corporation and having the right to vote at the meeting, and unless a Poll be so demanded a declaration by the Chairman 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 Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution. The demand for a Poll may be withdrawn.
- (34) Subject to the provisions of the next succeeding Article, if a Poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the Poll shall be deemed to be the Resolution of the Meeting at which the Poll was demanded.
- (35) In the case of an equality of votes, whether on a show of hands or on a Poll, the Chairman of the Meeting shall be entitled to a second or casting vote.
- (36) No Poll shall be demanded on the election of a Chairman of a Meeting or on any question of adjournment.
- (37) The demand for a Poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a Poll has been demanded.

VIII THE SCHOOL BOARD

- (38) The business of the Company shall be managed by the Board, who may exercise all such powers (including powers created by an Act of Parliament) as are not by the Act or by these Articles declared to be exercisable only by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such Regulations not being inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no Regulation made by the Company in General Meeting shall invalidate any prior

act of the Board which would have been valid if such Regulation had not been made.

(39) The Board shall consist of 7 or 8 members appointed and elected as hereinafter provided and said Board Members shall hold office for a period of two years from the date of appointment or election. The appointment and election procedure for the 8 Board Members shall be conducted as follows:-

(A) 3 Members of the Board will be appointed by the 5 Corporations whose employees have the largest to the fifth largest number of children entered for and attending the School on 1 October in the year of appointment of the relevant Board Member or Members. The appointment of these 3 Board Members by these Corporations shall be in writing attested by the signature of an authorised representative of each Corporation concerned, and shall be made at least 1 month before 1 December, being the date on which the relevant Board Member or Members are to take office.

If the position of any of these 3 Board Members is vacated under Article (40) hereof then that vacancy shall be filled by the appointment of a replacement Board Member by the 5 Corporations whose employees have the largest to the fifth largest number of children entered for and attending at the School at the time the vacancy occurs. But such replacement Board Member shall hold office during such time only as the Member of the Board in whose place he is appointed would have held the same.

(B) 1 Member of the Board will be appointed by the 5 Corporations having the sixth to the tenth largest number of children entered for and attending at the School on 1 October in the year of appointment of this Board Member. The appointment of this Board Member by these Corporations shall be in writing attested by the signature of an authorised representative of each Corporation concerned and shall be made at least 1 month before 1 December being the date on which this Board Member is to take office.

If the position of this Board member is vacated under Article (40) hereof then the vacancy shall be filled by the appointment of a replacement Board Member by the 5 Corporations whose employees have the sixth to the tenth largest number of children entered for and attending at the School at the time when the vacancy occurs. But such replacement Board Member shall hold office during such time only as the Member of the Board in whose place he is appointed would have held the same.

(C) 1 Member of the Board, (hereinafter referred to as “the external Board Member”) may be appointed to the Board by a majority of the remaining 7 Board Members at such time as they deem it appropriate and the external Board member shall thereafter hold office for 2 years from the date of appointment. The purpose of the external Board member shall be to add

stability, diversity and perspective to the Board and should be considered by the Board to be someone who may provide a wider community and/or educational perspective from outwith the School community. The appointment of the external Board Member by a majority of the remaining 7 Board Members shall be in writing attested by the signature of at least a majority of the Board Members and may be made at such time as the Board thinks appropriate.

If the position of the external Board Member is vacated under Article (40) hereof then the vacancy may be filled by the appointment of a replacement external Board Member by a majority of the remaining 7 Board Members at the time when the vacancy occurs. But such replacement external Board member shall hold office during such time only as the external Board Member in whose place he is appointed would have held the same.

The external Board Member shall on his appointment be a Member of the Company under Article (8) (d) hereof.

- (D) The remaining 3 Members of the Board (who shall be members of the Company) shall be elected by the Company at the Annual General Meeting in any year in which an elected Board position becomes vacant, and shall thereafter take office with the other 4 or 5 Board Members on 1 December in the year in which he is elected.

If the position of any of these 3 remaining elected Board Members is vacated under Article (40) hereof then the vacancy so occurring shall immediately be filled by a replacement Board Member elected by a majority of the votes of all the remaining Board Members (which votes shall be cast in writing and signed by each Board Member) but such replacement Board Member (who shall be a Member of the Company) shall hold office during such time only as the Member of the Board in whose place he is appointed would have held the same.

No person who is employed to work at the School or the husband or wife of any person employed to work at the School shall be eligible for appointment to the Board.

((40) The Office of a member of the Board shall be vacated:-

- (a) if he becomes bankrupt or insolvent or compounds with his creditors;
- (b) if he becomes of unsound mind;
- (c) if his election as a member of the Board under Article (39) (D) hereof is revoked by a majority of the votes of all the remaining Board Members (which votes shall be cast in writing and signed by each Board Member);
- (d) if his appointment as a member of the Board under Article (39) (A) or (B) hereof is revoked in writing by the five corporations which appointed him;

- (e) if he gives the Board one months notice in writing to the effect that he resigns his office;
- (f) if he ceases to be a Member of the Company;
- (g) if he ceases to hold office by virtue of any provision of The Act;
- (h) if he is not eligible to be a member of the Board of a charity by virtue of s.69(2) of the Charities Act;
- (i) if the Board considers that he is in serious or persistent breach of s.66(1) and/or s.66(2) of the Charities Act, such member being entitled to be heard by the Board before it makes its decision;
- (j) where there is a significant or persistent conflict of interest which, in the opinion of the Board, prevents the member of the Board from acting or carrying out his duties impartially, such member being entitled to be heard by the Board before it reaches its decision;
- (k) if he accepts any remuneration in contravention of Clause 4 of the Memorandum of Association;
- (l) if he is removed from office by the Company in General Meeting under Article (40) hereof.
- (m) if his appointment as the external Member of the Board under Article (39) (C) hereof is revoked in writing by a majority of the other 7 Board members at any time.

But any act done in good faith by a Member of the Board whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice has been served upon the Board or an entry has been made in the Board's Minute Book stating that such Member of the Board has ceased to be a Member of the Board of the Company.

- (41) The continuing Members of the Board may act notwithstanding any vacancy in their body, if and so long as the number of members of the board is not reduced below the number fixed by Article (46) hereof as the necessary quorum of the Board.
- (42) The Company in General Meeting may by an Extraordinary Resolution remove any Member of the Board before the expiration of his period of office.

IX MEETINGS OF THE SCHOOL BOARD

- (43) The Board shall meet at such times as they think necessary in person and/or by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall for all purposes be deemed to constitute presence in person of such meetings
- (44) A Member of the Board may at any time summon a Meeting of the Board. It shall not be necessary to give any Notice of a Meeting of the Board to any Member of the Board who is absent from the United Kingdom.

- (45) At all Meetings of the Board, four voting Members of the Board shall constitute a quorum. Questions arising at any meeting shall be decided by a majority of votes of those present. In case of an equality of votes the Chairman shall have a second or casting vote.
- (46) If the Chairman is not present at any meeting of the Board within five minutes after the time appointed for holding the same, the Vice Chairman shall be nominated by the Board to take the Chair and if such Vice Chairman not be present, the Board present shall choose someone of their number to be Chairman of such Meeting.
- (47) If at the time appointed for a Meeting a quorum be not present, or if the business at any meeting be not completed, the Members of the Board present may adjourn the Meeting to such day or time as they may fix.
- (48) All acts bona fide done by any Meeting of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Members of the Board or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such member had been duly appointed and was qualified to be a Member of the Board.

X POWERS AND DUTIES OF THE SCHOOL BOARD

- (49) The Board, at its first meeting after 1 December in each year, shall elect by a majority of the votes of all the Board members (which votes shall be cast in writing and signed by each Board Member) a Chairman, Vice Chairman and Treasurer from among the four Board Members appointed under Article (39) (A) and (B) hereof.
- (50) The Board shall have power to delegate to a sub-committee or sub-committees consisting of such people as may be appointed thereto, such powers as the Board may deem expedient.
- (51) Any sub-committee so formed shall on the exercise of the powers so delegated, conform to any Regulations that may be imposed on it or them by the Board. The Regulations herein contained for the Meetings and proceedings of the Board shall, so far as not altered by any Regulations made by the Board, apply also to the Meetings and proceedings of any sub-committee.
- (52) Without prejudice to the general powers hereinbefore conferred, it is hereby expressly declared that the Board shall be entrusted with the following powers namely:-
 - (i) To pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Company.

- (ii) To purchase, take on lease, or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they may think fit.
- (iii) At their discretion to pay for any property or rights acquired by or services rendered to the Company either wholly or partially in cash, or in bonds, debentures or other securities of the Company.
- (iv) To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge or under any lease in such manner as they may think fit.
- (v) To appoint and at their discretion remove or suspend such superintendent, principals, teachers, managers, bursars, secretaries, officers, clerks, agents, servants and others for permanent, temporary or special services as they may from time to time think fit and to invest them with such powers as they may think expedient and to determine their duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.
- (vi) To appoint any person or persons to accept and hold in trust for the Company any property belonging to the Company or in which it is interested and to execute and do all such deeds and things as may be requisite to vest the same in such person or persons.
- (vii) To execute in the name and on behalf of the Company such mortgages, charges and other securities and leases as they think fit in favour of any Member of the Board who may incur or be about to incur any personal liability whether as principal or guarantor, for the benefit of the Company and any such instrument may contain a power of sale and such other powers, covenants or provisions as may be agreed on.
- (viii) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demand by or against the Company.
- (ix) To refer any claims or demand by or against the Company to arbitration and observe and perform the awards.
- (x) To make and give receipts, releases and other charges for money payable to the Company and for the claims and demands to the Company.
- (xi) To determine who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.
- (xii) In their discretion to make regulations whereby the donors to the Company of sums of money or subscriptions for any of the purposes of the Company shall have rights of nomination of pupils at the School with or without rights to reduction in school fees in respect of such rights of nomination and upon such terms and conditions as the Board may think fit.

- (xiii) When they think fit to admit at reduced fees pupils to the School, particularly in any exceptional or deserving cases.
 - (xiv) To suspend or remove from Membership any Member whose continued Membership is detrimental to the best interests of the School. Fourteen days notice in writing shall be given by the Board to the Member at his last known address of the intention to suspend or remove him from Membership and if no objection shall be received by the Board then suspension or removal shall become effective from the expiry of the period of notice.
If notice of objection is received, the Board shall give notice to the Member specifying the grounds on which they have decided that his continued Membership is detrimental to the best interest of the School and requiring him to appear before the Board at a meeting to be called not sooner than the fourteenth day after the date of the last mentioned Notice and give reasons why such suspension or removal should not become effective. If the Board are not then prepared to withdraw the Notice of Suspension or Removal, the suspension or removal shall thereupon become effective.
 - (xv) From time to time to make all such regulations and bye-laws as they think proper with regard to:-
 - (a) the conduct of the School;
 - (b) the qualification of the superintendent, principals, teachers, pupils and others;
 - (c) the school terms, vacations and fees and;
 - (d) the other affairs and concerns of the Company and/or the School and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient; provided that the same do not contravene any of the provisions herein contained and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of these Articles of Association as could only legally be made by Special Resolution passed in accordance with the provisions of Section 141 of the Act.
 - (xvi) To grant and establish for and on behalf of the Company bursaries, scholarships and prizes and to make payments towards the expenses of pupils approved by the Board.
 - (xvii) Subject to the provisions of the Memorandum of Association to invest the funds of the School not immediately required for any other purpose in an interest bearing account or accounts.
- (53) Subject to the provisions of Section 205 of the Act no Member of the Board shall be liable for any losses which may arise from any investment of the funds of the Company nor for any errors, neglect or omissions nor for the intromissions of any officer or agent of the Company and the Board or any Member thereof and the Members of any Committee appointed by the Board shall be entitled to be indemnified out of the funds and property of the Company for and against all

outlays and liabilities incurred by them on behalf of the Company and the Company shall keep them indemnified accordingly.

- (54) A Resolution in writing signed by all Members of the Board shall be as valid and effectual as if it had been passed at a Meeting of the Members of the Board duly called and constituted.

XI MEMBERS' OF THE BOARD CONFLICTS OF INTEREST

- (55) Subject to article (56), the Members of the Board may, in accordance with section 175(5)(a) of the Companies Act 2006, authorise any matter which would otherwise involve or may involve a Member of the Board breaching his duty under section 175(1) of the 2006 Act to avoid conflicts of interest (a "Conflict").

- (56) When a Conflict is considered by the Members of the Board, the Member of the Board seeking authorisation in relation to the Conflict and any other Member of the Board with a similar interest:

- (i) shall not count in the quorum nor vote on a resolution authorising the Conflict; and
 - (ii) may, if the other Members of the Board so decide, be excluded from the board meeting while the Conflict is considered.
- (57) Each Member of the Board shall comply with his obligations to disclose his interest in existing and proposed transactions or arrangements with the Company pursuant to sections 177 and 182 of the Companies Act 2006.
- (58) Save in relation to a resolution authorising a Conflict, a Member of the Board may vote, at any meeting of the Members of the Board or of any committee of the Members of the Board, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

XII SECRETARY, MINUTES, SEAL, EXECUTION OF DEEDS ETC.

- (59) The Board shall from time to time appoint a Secretary of the Company for such time and at such remuneration as they think fit.
- (60) The Company shall keep a Register of Members and shall duly comply with such of the provisions of the Act as may be applicable thereto.

- (61) The Board shall cause Minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Members of the Board present at each Meeting of the Board and any sub-committee appointed by the Board;
 - (c) of all Resolutions and proceedings at all Meetings of the Company and of the Board and of sub-committees appointed by the Board;

and all such Minutes shall be signed by the Chairman of the Meeting at which they shall have been passed or of the next succeeding Meeting.

- (62) The Board shall procure a Common Seal and shall have full power to use the said Seal in the execution of all or any of the powers hereby vested in them or otherwise in relation to the business or affairs of the Company as they in their discretion think fit.

XIII SURPLUS FUNDS OF THE COMPANY

- (63) All surplus funds of the Company shall be applied solely towards the promotion of all or any of the objects of the Company set forth in the Company's Memorandum of Association or these Articles as the Board may from time to time think fit, with power to the Board to create a reserve fund or reserve funds to be applicable for all or any of such purposes, and if the Board shall think fit, also to apply all or any part of any reserve fund appropriated to any particular purpose to any other one or more of such purposes, and pending any such application, any reserve fund may at the discretion of the Board either be employed in the business of the Company or be invested from time to time in terms of Article (52) (xvii) hereof.

XIV ACCOUNTS

- (64) The Board shall cause true Accounts to be kept:-
- (a) of the sums of money received and expended by the Company and the matters in which such receipts and expenditure take place;
 - (b) of the assets and liabilities of the Company.
- (65) The Books of Accounts will be kept at the office of the Company or at such other place or places as the Board may determine and shall always be open to the inspection of the Members of the Board. The Board may from time to time by Resolution determine whether and to what extent and at what times and places and on what conditions the Books of Accounts of the Company or any of them shall be open to the inspection of the Members of the Company not being Members of the Board and the Members of the Company shall have only such rights of inspection as are given to them by the Act or by Resolution as aforesaid.

- (66) At the Annual General Meeting in every year the Board shall lay before the Company a Profit and Loss Account for the period since the preceding account or in the case of the first Accounts since the incorporation of the Company, made up to a date not more than six months before such meeting.
- (67) A Balance Sheet shall be made out and laid before the Company at the Annual General Meeting in every year made up to a date not more than six months before such Meeting. The Balance Sheet shall be accompanied by a report of the Board upon the general state and progress of the Company's affairs.
- (68) A copy of the Balance Sheet and Reports shall, ten clear days previous to such Meeting, be served on every Member entitled to receive Notices of General Meetings in the manner in which Notices are hereinafter directed to be served.

XV AUDIT

- (69) Auditors shall be appointed and their Duties Regulated in the manner provided by Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976, or any statutory modification thereof for the time being in force, and for this purpose the said Sections shall have effect as if "Member of the Board" and "the Board" where substituted for "Director" and "the Directors" respectively.

XVI NOTICES

- (70) A notice may be served by the Company upon any Member:-
- (i) by delivering it by hand to the registered address of the Member;
 - (ii) by sending it by post or other delivery service (with postage or delivery paid) to the registered address of the Member;
 - (iii) by electronic mail to an address notified by the Member in writing; or
 - (iv) by an automatic electronic mail alert linking to a website the address of which shall be notified to the Member in writing.
- (71) Notices served in accordance with article (70) are deemed to be delivered as follows:-
- (i) If a notice is delivered by hand it is treated as being delivered at the time it is handed to or left for the Member;
 - (ii) If a notice is sent by post or other delivery service, it is treated as being delivered 24 hours after it was posted, if first class post was used, or 72 hours after it was posted or given to delivery agents, if any other delivery service is used;
 - (iii) if a notice is sent by fax, it is treated as being delivered at the time it was sent;
 - (iv) if a notice is sent by electronic mail, it is treated as being delivered at the time it was sent;

- (v) if a notice is sent by an electronic email via a website, it is treated as being delivered at the time the email was sent.
- (72) No Member shall be entitled to have a notice served on him at any address not within the United Kingdom. Any Member whose registered address is not within the United Kingdom may by notice in writing require the Company to register an address within the United Kingdom which for the purpose of the service of Notices shall be deemed to be his registered address.
- (73) Any Notice if served by post shall be deemed to have been served at the expiration of forty eight hours after the same shall have been posted and in proving such service it shall be sufficient to prove that the envelope containing the Notice was properly addressed and stamped and put into the Post Office or into a Post Box under the control of the Postmaster General.

XVII WINDING UP

- (74) The provisions of Clause 7 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

XVIII INDEMNITY

- (75) Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the School Board may otherwise be entitled, every member of the School Board or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

XIX RULES

- (76) (1) The members of the School Board from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
 - (i) the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

- (ii) the conduct of members of the Company in relation to one another, and to the Company's servants;
 - (iii) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the proceedings at general meetings and meetings of the members of the School Board and committees of the members of the School Board in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Company in general meeting shall have the power to alter, add or to repeal the rules or bye laws and the members of the School Board shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company; Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or articles of association of the Company.