

THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
THE UNICORN SCHOOL LIMITED

GENERAL

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

WORDS	MEANINGS
The Act	The Companies Acts (as defined in Section 2 of Companies Act 2006) insofar as they apply to the Association;
These presents	These Articles of Association, and the regulations of the Association from time to time in force;
The Association	The above-named Company;
The Board of Governors	The Board of Management for the time being of the Association;
The Office	The Registered Office of the Association;
The Seal	The Common Seal of the Association;
The United Kingdom	Great Britain and Northern Ireland;
Month	Calendar month;
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form;
Electronic form	Has the meaning given in Section 1168 of the Companies Act 2006.

- 1.1 For the purposes of these articles "connected person" means:
- a. a child, parent, grandchild, grandparent, brother or sister of the governor;
  - b. the spouse or civil partner of the governor or of any person falling within Article 1.1a. above;
  - c. a person carrying on business in partnership with the governor or with any person falling within Article 1.1a. or 1.1b. above;

- d. an institution which is controlled:
  - i. by the governor or any connected person falling within Article 1.1a., 1.1b. or 1.1c. above; or
  - ii. by two or more persons falling within Article 1.1d(i), when taken together
- e. a body corporate in which:
  - i. the governor or any connected person falling within Articles 1.1a. to 1.1c. has a substantial interest; or
  - ii. two or more persons falling within Article 1.1e.(i) who, when taken together, have a substantial interest.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender shall include the feminine gender; and words importing the feminine gender shall include the masculine gender, and

Words importing persons shall include Corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

#### LIABILITY OF MEMBERS

- 2 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:
  - (a) payment of the Association's debts and liabilities incurred before he ceases to be a member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves.

#### OBJECTS

- 3 The Association's objects ("Objects") are specifically restricted to the following:
  - (a) to establish and carry on or manage The Unicorn School Limited in or near the London Borough of Richmond Upon Thames or elsewhere.

- (b) to establish or acquire and carry on or manage, any other schools or educational institutions for the benefit or education of girls and/or boys either in connection with the above mentioned school or independently but so that each such school or educational institution shall be carried on as an educational charity.
- (c) to carry on any schools acquired by the Association as educational charities and to use and apply for that purpose all moneys and property coming to it.
- (d) to equip, furnish and fit up and maintain any school, schoolhouses, classrooms, accommodation for staff and other buildings for any of the purposes of the Association.
- (e) to award bursaries, prizes and scholarships and other benefits to pupils or intending pupils.
- (f) to make donations or subscribe or guarantee money for the promotion of education and other charities.

#### POWERS

4 The Association has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Association has power:

- (a) to raise funds. In doing so, the Association must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Association must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (d) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Association must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The Association may employ or remunerate a governor only to the extent it is permitted to do so by articles 6 to 17 inclusive and provided it complies with the conditions in those articles;
- (j) to deposit or invest funds and/or employ a professional fund manager and arrange for the investments or other property of the Association to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (k) to provide indemnity insurance for the governors in accordance with, and subject to the conditions in, Section 73F of the Charities Act 1993.

#### APPLICATION OF INCOME AND PROPERTY

- 5 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 6 A Governor is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Association.
- 7 A Governor may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
- 8 A Governor may receive an indemnity from the Association in the circumstances specified in article 92.
- 9 A Governor may not receive any other benefit or payment unless it is authorised by articles 12 - 17.
- 10 Subject to articles 12 - 17, none of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent a member who is not also a Governor receiving:

- a. a benefit from the Association in the capacity of a beneficiary of the Association;
- b. reasonable and proper remuneration for any goods or services supplied to the Association.

11 No Governor or connected person may:

- a. buy any goods or services from the Association on terms preferential to those applicable to members of the public;
- b. sell goods, services, or any interest in land to the Association;
- c. be employed by, or receive any remuneration from, the Association;
- d. receive any other financial benefit from the Association;

unless:

the payment is permitted by articles 12 - 17; or

the Governors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

- 12 A Governor or connected person may receive a benefit from the Association in the capacity of a beneficiary of the Association provided that a majority of the Governors do not benefit in this way.
- 13 A Governor or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- 14 Subject to article 18 a Governor or connected person may provide the Association with goods that are not supplied in connection with services provided to the Association by the Governor or connected person.
- 15 A Governor or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Governors.
- 16 A Governor or connected person may receive rent for premises let by the Governor or connected person to the Association if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Governor concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 17 A Governor or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.
- 18 The Association and its Governors may only rely upon the authority provided by article 14 if each of the following conditions is satisfied:

- a. the amount or maximum amount of the payment for the goods is set out in an agreement in writing between:

the Association or its Governors (as the case may be); and

the Governor or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Association.

- b. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c. The other Governors are satisfied that it is in the best interests of the Association to contract with the supplier rather than with someone who is not a Governor or connected person. In reaching that decision the Governors must balance the advantage of contracting with a Governor or connected person against the disadvantages of doing so.
- d. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Association.
- e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting.
- f. The reason for their decision is recorded by the Governors in the minute book.
- g. A majority of the Governors then in office are not in receipt of remuneration or payments authorised by article 11.

#### MEMBERS

- 19 The number of members with which the Association proposes to be registered is 200, but the Board of Governors may from time to time register an increase of members.
- 20 No more than one person from each family with a child attending any school or educational institution carried on by the Association shall be registered as a Member. Every Member of the Association shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
- 21 The Subscribers to the Memorandum of Association and such other persons as the Board of Governors shall admit to Membership shall be Members of the Association.
- 22 If the Board of Governors shall be of opinion that it is not in the interest of the Association that any Member shall continue to be a Member thereof, the Board of Governors may convene a General Meeting of the Association and such Member may by Ordinary Resolution be removed from Membership of the Association 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 Association. Provided always that any Member in relation to whom any such 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.

#### VOTES OF MEMBERS

- 23 At all General Meetings of the Association every member present in person or by proxy shall have one vote.

#### CONTENT OF PROXY NOTICES

- 24 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- a. states the name and address of the member appointing the proxy;
  - b. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - c. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Governors may determine; and
  - d. is delivered to the Association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 25 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 26 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 27 Unless a proxy notice indicates otherwise, it must be treated as
- a. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - b. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### DELIVERY OF PROXY NOTICES

- 28 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 29 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

- 30 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 31 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### GENERAL MEETINGS

- 32 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Governors, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 33 The Board of Governors may whenever they think fit convene a General Meeting and General Meetings shall also be convened by requisition of the Members in accordance with Section 303 of Companies Act 2006.
- 34 Twenty one days' notice in writing at the least of every Annual General Meeting , 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 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 Association. The notice must also contain a statement setting out the right of Members to appoint a proxy under Section 324 of Companies Act 2006. With the consent of all the Members having the right to attend and vote thereat, or of such proportion of them 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.

#### CONTENT OF PROXY NOTICES/DELIVERY

- 35 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

- 36 All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and



balance sheet, and the reports of the Board of Governors and of the Auditors, the election of members of the Board of Governors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

- 37 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members personally present shall be a quorum.
- 38 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Governors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 39 The Chairman of the Board of Governors shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board of Governors, or if all the members of the Board of Governors present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
- 40 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 41 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members 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 Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 42 Subject to the provisions of Article 43, 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.

- 43 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 44 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.
- 45 The demand of 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.

#### BOARD OF GOVERNORS

- 46 Until otherwise determined by a General Meeting, the number of members of the Board of Governors shall not be less than 6 nor more than 15.
- 47 The Subscribers to the Memorandum of Association shall act as the Board of Governors of the Association until the first Annual General Meeting of the Association when all the Governors shall resign, but shall be eligible for re-election, and a new Board of Governors shall be elected by the Members of the Association in such manner as the Subscribers shall determine.
- 48 The Board of Governors may from time to time and at any time appoint any member of the Association as a member of the Board of Governors, either to fill a casual vacancy or by way of addition to the Board of Governors, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 49 No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Board of Governors.
- 50 The Headteacher for the time being of any School belonging to the Association may be appointed a member of the Board of Governors, but he shall not be entitled to vote as such member in respect of any question affecting his salary or any other matter in which he is financially interested, and if he shall so vote his vote shall not be counted but he shall be reckoned for the purpose of constituting a quorum.
- 51 Each Member of the Board of Governors shall be paid out of the funds of the Association all out-of-pocket expenses in respect of travelling for each Meeting of the Board of Governors he shall attend, but save as aforesaid, the Members of the Board of Governors shall discharge their duties as such without remuneration.

## VISITOR

- 52 The Board of Governors may invite, and on acceptance appoint, any person to be the Visitor of the Association. Such Visitor may hold office for life or for such other period as the Board of Governors may determine, and shall be entitled to attend the Board of Governors' meetings and receive notices of all General Meetings of the Association but not to vote thereat.

## POWERS OF THE BOARD OF GOVERNORS

- 53 The business of the Association shall be managed by the Board of Governors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board of Governors which would have been valid if such regulation has not been made.
- 54 The members for the time being of the Board of Governors may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Governors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board of Governors for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
- 55 A resolution in writing signed by all Members of the Board of Governors shall be as valid and effectual as if it had been passed at a Meeting of the Board of Governors duly called and constituted.

## SECRETARY

- 56 The Secretary shall be appointed by the Board of Governors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board of Governors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## THE SEAL

- 57 The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board of Governors, and in the presence of at least two members of the Board of Governors and of the Secretary or assistant or deputy Secretary, and the said persons shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## DISQUALIFICATION OF MEMBERS OF THE BOARD OF GOVERNORS

58 A Governor shall cease to hold office if he or she:

- a. ceases to be a Governor by virtue of any provision in the Companies Acts or is prohibited by law from being a Governor;
- b. is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- c. ceases to be a member of the Association;
- d. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- e. resigns as a Governor by notice to the Association (but only if at least two Governors will remain in office when the notice of resignation is to take effect); or
- f. is absent without the permission of the Governors from all their meetings held within a period of six consecutive months and the Governors resolve that his or her office be vacated.

## ROTATION OF MEMBERS OF THE BOARD OF GOVERNORS

- 59 At the second Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Board of Governors for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
- 60 The members of the Board of Governors to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment.
- 61 A retiring Member of the Board of Governors shall be eligible for re-election and his name may be submitted to the Meeting and he may be re-elected without any notice having been given of intention to propose him for election.

- 62 The Association at the Annual General Meeting at which any Member of the Board of Governors retires in manner aforesaid shall fill up the vacated office, and may fill up any other offices which may then be vacant, by electing the necessary number of persons unless the Association shall determine to reduce the number of Members of the Board of Governors. The Association may also at any Extraordinary General Meeting, on notice duly given, fill up any vacancies in the office of Member of the Board of Governors or elect additional Members of the Board of Governors, provided that the maximum hereinbefore mentioned or to be hereafter determined pursuant to Article 46 hereof be not exceeded. If at any Meeting it shall be determined to increase the number of Members of the Board of Governors that same Meeting may fill up the increased number of appointments in whole or part.
- 63 If at any Meeting at which an election of Members of the Board of Governors ought to take place the places of the vacating Members of the Board of Governors shall not be filled up the vacating Members of the Board of Governors, or such of them as have not had their places filled up, shall continue in office until the Annual General Meeting in the next year, and so on from time to time until their places have been filled up.
- 64 The Association may from time to time in General Meetings increase or reduce the number of Members of the Board of Governors, and may also determine in what rotation such increased or reduced number is to go out of office.
- 65 The Association in General Meeting may by a Special Resolution remove any Member of the Board of Governors before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall hold office during such time only as a Member of the Board of Governors in whose place he is appointed would have held the same if he had not been removed.
- 66 Twenty-one days' previous notice in writing shall be given to the Association of the intention of any Member to propose any person, other than a retiring Member of the Board of Governors, for election to the office of a Member of the Board of Governors: Provided always that, if the Members present at a General Meeting unanimously consent, the Chairman of such Meeting may waive the said notice and may submit to the Meeting the name of any person duly qualified.

#### PROCEEDINGS OF THE BOARD OF GOVERNORS

- 67 The Board of Governors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 68 A Member of the Board of Governors may, and on the request of a member of the Board of Governors the Secretary shall, at any time, summon a meeting of the Board of Governors by notice served upon the several members of the Board of

Governors. A Member of the Board of Governors who is absent from the United Kingdom shall not be entitled to notice of a meeting.

- 69 The Board of Governors shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board of Governors at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Governors present shall choose one of their number to be Chairman of the meeting.
- 70 The Board of Governors may delegate any of their powers to committees consisting of such member or members of the Board of Governors as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Governors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board of Governors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Governors.
- 71 All acts bona fide done by any meeting of the Board of Governors or of any committee of the Board of Governors, or by any person acting as a member of the Board of Governors, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person has been duly appointed or had duly continued in office and was qualified to be a member of the Board of Governors.
- 72 The Board of Governors shall cause proper minutes to be made of all appointments of officers made by the Board of Governors and of the proceedings of all meetings of the Association and of the Board of Governors and of committees of the Board of Governors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 73 A resolution in writing signed by all the members for the time being of the Board of Governors or of any committee of the Board of Governors who are entitled to receive notice of a meeting of the Board of Governors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors or of such committee duly convened and constituted.

#### DECLARATION OF GOVERNORS' INTERESTS

- 74 A Governor 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 Association or in any transaction or arrangement entered into by the Association which has not previously been declared. A Governor must absent himself or herself from any discussions of the Governors in which it is possible that a conflict will arise between

his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

## CONFLICTS OF INTERESTS

75 If a conflict of interests arises for a Governor because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Governors may authorise such a conflict of interests where the following conditions apply:

- a. the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- b. the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and
- c. the unconflicted Governors consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.

In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Governor or to a connected person.

## ACCOUNTS

76 The Governors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

77 The Governors must keep accounting records as required by the Companies Acts.

## AUDIT

78 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

79 Auditors shall be appointed and their duties regulated in accordance with sections 159 to 182 of the Act, the members of the Board of Governors being treated as the directors mentioned in those sections.

## MEANS OF COMMUNICATION TO BE USED

- 80 Subject to the articles, anything sent or supplied by or to the Association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- 81 Subject to the articles, any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Governors may also be sent or supplied by the means by which that Governor has asked to be sent or supplied with such notices or documents for the time being.
- 82 Any notice to be given to or by any person pursuant to the articles:
- a. must be in writing; or
  - b. must be given in electronic form.
- 83 The Association may give any notice to a member either:
- a. personally; or
  - b. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - c. by leaving it at the address of the member; or
  - d. by giving it in electronic form to the member's address.
  - e. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 84 A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- 85 A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 86 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 87 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 88 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- a. 48 hours after the envelope containing it was posted; or



- b. in the case of an electronic form of communication, 48 hours after it was sent.

## DISSOLUTION

89 The members of the Association may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:

- a. directly for the Objects; or
- b. by transfer to any Charity or charities for purposes similar to the Objects; or
- c. to any Charity or charities for use for particular purposes that fall within the Objects.

90 Subject to any such resolution of the members of the Association, the Governors of the Association may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Association be applied or transferred:

- a. directly for the Objects; or
- b. by transfer to any Charity or charities for purposes similar to the Objects; or
- c. to any Association or charities for use for particular purposes that fall within the Objects.

91 In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity) and if no resolution in accordance with articles 89 and 90 is passed by the members or the Governors the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Commission.

## INDEMNITY

92 The Association shall indemnify a relevant governor against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006. In this article a "relevant governor" means any governor or former governor of the Association.

Names, Addresses and Descriptions of Subscribers.

GEORGE WILLIAM BRYAN JENNINGS  
51 Chiswick Staithe, London, W4 3JP  
Company Secretary

SYLVIA MARDER  
19 Stanmore Gardens, Richmond Upon Thames  
Solicitor

DAVID FRANCIS MARSHALL  
10 Ennerdale Road, Kew, Surrey  
Civil Engineer

STEPHEN OUVAROFF  
86 Ennerdale Road, Kew, Surrey  
Automobile Agent

PAUL JOSEPH SCHERER  
49 Ennerdale Road, Kew, Surrey  
Publisher

JOHN NICHOLAS UPON  
2 Eversfield Road, Kew, Surrey  
Company Executive

MICHAEL EDWARD TUPHOLME  
42 Chiswick Staithe, London, W4  
Advertising Agent

Dated the 8<sup>th</sup> day of October 1970

WITNESS to the above Signatures:

FELICIA K LAW  
Headmistress, Unicorn School  
196 Church Road  
Teddington  
Middlesex

THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
THE UNICORN SCHOOL LIMITED

GENERAL

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

WORDS	MEANINGS
The Act	The Companies Acts (as defined in Section 2 of Companies Act 2006) insofar as they apply to the Association;
These presents	These Articles of Association, and the regulations of the Association from time to time in force;
The Association	The above-named Company;
The Board of Governors	The Board of Management for the time being of the Association;
The Office	The Registered Office of the Association;
The Seal	The Common Seal of the Association;
The United Kingdom	Great Britain and Northern Ireland;
Month	Calendar month;
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form;
Electronic form	Has the meaning given in Section 1168 of the Companies Act 2006.

- 1.1 For the purposes of these articles "connected person" means:
- a. a child, parent, grandchild, grandparent, brother or sister of the governor;
  - b. the spouse or civil partner of the governor or of any person falling within Article 1.1a. above;
  - c. a person carrying on business in partnership with the governor or with any person falling within Article 1.1a. or 1.1b. above;

- d. an institution which is controlled:
  - i. by the governor or any connected person falling within Article 1.1a., 1.1b. or 1.1c. above; or
  - ii. by two or more persons falling within Article 1.1d(i), when taken together
- e. a body corporate in which:
  - i. the governor or any connected person falling within Articles 1.1a. to 1.1c. has a substantial interest; or
  - ii. two or more persons falling within Article 1.1e.(i) who, when taken together, have a substantial interest.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender shall include the feminine gender; and words importing the feminine gender shall include the masculine gender, and

Words importing persons shall include Corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

#### LIABILITY OF MEMBERS

- 2 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:
  - (a) payment of the Association's debts and liabilities incurred before he ceases to be a member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves.

#### OBJECTS

- 3 The Association's objects ("Objects") are specifically restricted to the following:
  - (a) to establish and carry on or manage The Unicorn School Limited in or near the London Borough of Richmond Upon Thames or elsewhere.

- (b) to establish or acquire and carry on or manage, any other schools or educational institutions for the benefit or education of girls and/or boys either in connection with the above mentioned school or independently but so that each such school or educational institution shall be carried on as an educational charity.
- (c) to carry on any schools acquired by the Association as educational charities and to use and apply for that purpose all moneys and property coming to it.
- (d) to equip, furnish and fit up and maintain any school, schoolhouses, classrooms, accommodation for staff and other buildings for any of the purposes of the Association.
- (e) to award bursaries, prizes and scholarships and other benefits to pupils or intending pupils.
- (f) to make donations or subscribe or guarantee money for the promotion of education and other charities.

#### POWERS

4 The Association has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Association has power:

- (a) to raise funds. In doing so, the Association must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Association must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (d) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Association must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The Association may employ or remunerate a governor only to the extent it is permitted to do so by articles 6 to 17 inclusive and provided it complies with the conditions in those articles;
- (j) to deposit or invest funds and/or employ a professional fund manager and arrange for the investments or other property of the Association to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (k) to provide indemnity insurance for the governors in accordance with, and subject to the conditions in, Section 73F of the Charities Act 1993.

#### APPLICATION OF INCOME AND PROPERTY

- 5 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 6 A Governor is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Association.
- 7 A Governor may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
- 8 A Governor may receive an indemnity from the Association in the circumstances specified in article 92.
- 9 A Governor may not receive any other benefit or payment unless it is authorised by articles 12 - 17.
- 10 Subject to articles 12 - 17, none of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent a member who is not also a Governor receiving:

- a. a benefit from the Association in the capacity of a beneficiary of the Association;
- b. reasonable and proper remuneration for any goods or services supplied to the Association.

11 No Governor or connected person may:

- a. buy any goods or services from the Association on terms preferential to those applicable to members of the public;
- b. sell goods, services, or any interest in land to the Association;
- c. be employed by, or receive any remuneration from, the Association;
- d. receive any other financial benefit from the Association;

unless:

the payment is permitted by articles 12 - 17; or

the Governors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

- 12 A Governor or connected person may receive a benefit from the Association in the capacity of a beneficiary of the Association provided that a majority of the Governors do not benefit in this way.
- 13 A Governor or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- 14 Subject to article 18 a Governor or connected person may provide the Association with goods that are not supplied in connection with services provided to the Association by the Governor or connected person.
- 15 A Governor or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Governors.
- 16 A Governor or connected person may receive rent for premises let by the Governor or connected person to the Association if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Governor concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 17 A Governor or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.
- 18 The Association and its Governors may only rely upon the authority provided by article 14 if each of the following conditions is satisfied:

- a. the amount or maximum amount of the payment for the goods is set out in an agreement in writing between:

the Association or its Governors (as the case may be); and

the Governor or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Association.

- b. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c. The other Governors are satisfied that it is in the best interests of the Association to contract with the supplier rather than with someone who is not a Governor or connected person. In reaching that decision the Governors must balance the advantage of contracting with a Governor or connected person against the disadvantages of doing so.
- d. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Association.
- e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting.
- f. The reason for their decision is recorded by the Governors in the minute book.
- g. A majority of the Governors then in office are not in receipt of remuneration or payments authorised by article 11.

#### MEMBERS

- 19 The number of members with which the Association proposes to be registered is 200, but the Board of Governors may from time to time register an increase of members.
- 20 No more than one person from each family with a child attending any school or educational institution carried on by the Association shall be registered as a Member. Every Member of the Association shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
- 21 The Subscribers to the Memorandum of Association and such other persons as the Board of Governors shall admit to Membership shall be Members of the Association.
- 22 If the Board of Governors shall be of opinion that it is not in the interest of the Association that any Member shall continue to be a Member thereof, the Board of Governors may convene a General Meeting of the Association and such Member may by Ordinary Resolution be removed from Membership of the Association 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 Association. Provided always that any Member in relation to whom any such 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.

#### VOTES OF MEMBERS

- 23 At all General Meetings of the Association every member present in person or by proxy shall have one vote.

#### CONTENT OF PROXY NOTICES

- 24 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- a. states the name and address of the member appointing the proxy;
  - b. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - c. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Governors may determine; and
  - d. is delivered to the Association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 25 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 26 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 27 Unless a proxy notice indicates otherwise, it must be treated as
- a. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - b. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### DELIVERY OF PROXY NOTICES

- 28 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 29 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

- 30 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 31 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### GENERAL MEETINGS

- 32 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Governors, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 33 The Board of Governors may whenever they think fit convene a General Meeting and General Meetings shall also be convened by requisition of the Members in accordance with Section 303 of Companies Act 2006.
- 34 Twenty one days' notice in writing at the least of every Annual General Meeting , 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 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 Association. The notice must also contain a statement setting out the right of Members to appoint a proxy under Section 324 of Companies Act 2006. With the consent of all the Members having the right to attend and vote thereat, or of such proportion of them 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.

#### CONTENT OF PROXY NOTICES/DELIVERY

- 35 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

- 36 All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and

balance sheet, and the reports of the Board of Governors and of the Auditors, the election of members of the Board of Governors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

- 37 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members personally present shall be a quorum.
- 38 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Governors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 39 The Chairman of the Board of Governors shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board of Governors, or if all the members of the Board of Governors present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
- 40 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 41 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members 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 Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 42 Subject to the provisions of Article 43, 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.

- 43 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 44 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.
- 45 The demand of 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.

#### BOARD OF GOVERNORS

- 46 Until otherwise determined by a General Meeting, the number of members of the Board of Governors shall not be less than 6 nor more than 15.
- 47 The Subscribers to the Memorandum of Association shall act as the Board of Governors of the Association until the first Annual General Meeting of the Association when all the Governors shall resign, but shall be eligible for re-election, and a new Board of Governors shall be elected by the Members of the Association in such manner as the Subscribers shall determine.
- 48 The Board of Governors may from time to time and at any time appoint any member of the Association as a member of the Board of Governors, either to fill a casual vacancy or by way of addition to the Board of Governors, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 49 No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Board of Governors.
- 50 The Headteacher for the time being of any School belonging to the Association may be appointed a member of the Board of Governors, but he shall not be entitled to vote as such member in respect of any question affecting his salary or any other matter in which he is financially interested, and if he shall so vote his vote shall not be counted but he shall be reckoned for the purpose of constituting a quorum.
- 51 Each Member of the Board of Governors shall be paid out of the funds of the Association all out-of-pocket expenses in respect of travelling for each Meeting of the Board of Governors he shall attend, but save as aforesaid, the Members of the Board of Governors shall discharge their duties as such without remuneration.

## VISITOR

- 52 The Board of Governors may invite, and on acceptance appoint, any person to be the Visitor of the Association. Such Visitor may hold office for life or for such other period as the Board of Governors may determine, and shall be entitled to attend the Board of Governors' meetings and receive notices of all General Meetings of the Association but not to vote thereat.

## POWERS OF THE BOARD OF GOVERNORS

- 53 The business of the Association shall be managed by the Board of Governors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board of Governors which would have been valid if such regulation has not been made.
- 54 The members for the time being of the Board of Governors may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Governors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board of Governors for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
- 55 A resolution in writing signed by all Members of the Board of Governors shall be as valid and effectual as if it had been passed at a Meeting of the Board of Governors duly called and constituted.

## SECRETARY

- 56 The Secretary shall be appointed by the Board of Governors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board of Governors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## THE SEAL

- 57 The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board of Governors, and in the presence of at least two members of the Board of Governors and of the Secretary or assistant or deputy Secretary, and the said persons shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## DISQUALIFICATION OF MEMBERS OF THE BOARD OF GOVERNORS

- 58 A Governor shall cease to hold office if he or she:

- a. ceases to be a Governor by virtue of any provision in the Companies Acts or is prohibited by law from being a Governor;
- b. is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- c. ceases to be a member of the Association;
- d. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- e. resigns as a Governor by notice to the Association (but only if at least two Governors will remain in office when the notice of resignation is to take effect); or
- f. is absent without the permission of the Governors from all their meetings held within a period of six consecutive months and the Governors resolve that his or her office be vacated.

## ROTATION OF MEMBERS OF THE BOARD OF GOVERNORS

- 59 At the second Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Board of Governors for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
- 60 The members of the Board of Governors to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment.
- 61 A retiring Member of the Board of Governors shall be eligible for re-election and his name may be submitted to the Meeting and he may be re-elected without any notice having been given of intention to propose him for election.

- 62 The Association at the Annual General Meeting at which any Member of the Board of Governors retires in manner aforesaid shall fill up the vacated office, and may fill up any other offices which may then be vacant, by electing the necessary number of persons unless the Association shall determine to reduce the number of Members of the Board of Governors. The Association may also at any Extraordinary General Meeting, on notice duly given, fill up any vacancies in the office of Member of the Board of Governors or elect additional Members of the Board of Governors, provided that the maximum hereinbefore mentioned or to be hereafter determined pursuant to Article 46 hereof be not exceeded. If at any Meeting it shall be determined to increase the number of Members of the Board of Governors that same Meeting may fill up the increased number of appointments in whole or part.
- 63 If at any Meeting at which an election of Members of the Board of Governors ought to take place the places of the vacating Members of the Board of Governors shall not be filled up the vacating Members of the Board of Governors, or such of them as have not had their places filled up, shall continue in office until the Annual General Meeting in the next year, and so on from time to time until their places have been filled up.
- 64 The Association may from time to time in General Meetings increase or reduce the number of Members of the Board of Governors, and may also determine in what rotation such increased or reduced number is to go out of office.
- 65 The Association in General Meeting may by a Special Resolution remove any Member of the Board of Governors before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall hold office during such time only as a Member of the Board of Governors in whose place he is appointed would have held the same if he had not been removed.
- 66 Twenty-one days' previous notice in writing shall be given to the Association of the intention of any Member to propose any person, other than a retiring Member of the Board of Governors, for election to the office of a Member of the Board of Governors: Provided always that, if the Members present at a General Meeting unanimously consent, the Chairman of such Meeting may waive the said notice and may submit to the Meeting the name of any person duly qualified.

#### PROCEEDINGS OF THE BOARD OF GOVERNORS

- 67 The Board of Governors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 68 A Member of the Board of Governors may, and on the request of a member of the Board of Governors the Secretary shall, at any time, summon a meeting of the Board of Governors by notice served upon the several members of the Board of

Governors. A Member of the Board of Governors who is absent from the United Kingdom shall not be entitled to notice of a meeting.

- 69 The Board of Governors shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board of Governors at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Governors present shall choose one of their number to be Chairman of the meeting.
- 70 The Board of Governors may delegate any of their powers to committees consisting of such member or members of the Board of Governors as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Governors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board of Governors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Governors.
- 71 All acts bona fide done by any meeting of the Board of Governors or of any committee of the Board of Governors, or by any person acting as a member of the Board of Governors, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person has been duly appointed or had duly continued in office and was qualified to be a member of the Board of Governors.
- 72 The Board of Governors shall cause proper minutes to be made of all appointments of officers made by the Board of Governors and of the proceedings of all meetings of the Association and of the Board of Governors and of committees of the Board of Governors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 73 A resolution in writing signed by all the members for the time being of the Board of Governors or of any committee of the Board of Governors who are entitled to receive notice of a meeting of the Board of Governors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors or of such committee duly convened and constituted.

#### DECLARATION OF GOVERNORS' INTERESTS

- 74 A Governor 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 Association or in any transaction or arrangement entered into by the Association which has not previously been declared. A Governor must absent himself or herself from any discussions of the Governors in which it is possible that a conflict will arise between



his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

## CONFLICTS OF INTERESTS

75 If a conflict of interests arises for a Governor because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Governors may authorise such a conflict of interests where the following conditions apply:

- a. the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- b. the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and
- c. the unconflicted Governors consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.

In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Governor or to a connected person.

## ACCOUNTS

76 The Governors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

77 The Governors must keep accounting records as required by the Companies Acts.

## AUDIT

78 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

79 Auditors shall be appointed and their duties regulated in accordance with sections 159 to 182 of the Act, the members of the Board of Governors being treated as the directors mentioned in those sections.

## MEANS OF COMMUNICATION TO BE USED

- 80 Subject to the articles, anything sent or supplied by or to the Association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- 81 Subject to the articles, any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Governors may also be sent or supplied by the means by which that Governor has asked to be sent or supplied with such notices or documents for the time being.
- 82 Any notice to be given to or by any person pursuant to the articles:
- a. must be in writing; or
  - b. must be given in electronic form.
- 83 The Association may give any notice to a member either:
- a. personally; or
  - b. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - c. by leaving it at the address of the member; or
  - d. by giving it in electronic form to the member's address.
  - e. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 84 A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- 85 A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 86 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 87 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 88 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- a. 48 hours after the envelope containing it was posted; or

- b. in the case of an electronic form of communication, 48 hours after it was sent.

## DISSOLUTION

89 The members of the Association may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:

- a. directly for the Objects; or
- b. by transfer to any Charity or charities for purposes similar to the Objects; or
- c. to any Charity or charities for use for particular purposes that fall within the Objects.

90 Subject to any such resolution of the members of the Association, the Governors of the Association may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Association be applied or transferred:

- a. directly for the Objects; or
- b. by transfer to any Charity or charities for purposes similar to the Objects; or
- c. to any Association or charities for use for particular purposes that fall within the Objects.

91 In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity) and if no resolution in accordance with articles 89 and 90 is passed by the members or the Governors the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Commission.

## INDEMNITY

92 The Association shall indemnify a relevant governor against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006. In this article a "relevant governor" means any governor or former governor of the Association.

Names, Addresses and Descriptions of Subscribers.

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Advertising Agent

Dated the 8<sup>th</sup> day of October 1970

WITNESS to the above Signatures:

FELICIA K LAW  
Headmistress, Unicorn School  
196 Church Road  
Teddington  
Middlesex