

Company No. 6410037  
Charity No. 1121757

THE COMPANIES ACTS 1985 TO 2006

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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**ARTICLES OF ASSOCIATION**

**- of -**

**THE INDEPENDENT SCHOOLS' BURSARS ASSOCIATION**

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Incorporated on 26 October 2007

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FARRER & CO  
66 Lincoln's Inn Fields  
London WC2A 3LH

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**1. NAME**

The name of the **Charity** is The Independent Schools' Bursars Association.

**2. REGISTERED OFFICE**

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

**3. INTERPRETATION**

3.1 The interpretation provisions in Article 21 shall apply; and

3.2 The emboldening of a word or expression on the first occasion that it is used indicates that a word or expression is defined in Article 21.

**4. OBJECTS**

The objects of the Charity are the advancement of education by the promotion of efficient and effective financial management, administration and ancillary services at independent schools in so far as it is charitable to do so.

## 5. POWERS

The Charity has the following powers, which may be exercised only in promoting the **Objects**:

- 5.1 To promote or carry out research;
- 5.2 To provide advice;
- 5.3 To organise (or to make grants or loans towards the costs of others organising) meetings, lectures, conferences, broadcasts, exhibitions, seminars or courses of instruction;
- 5.4 To publish or distribute information;
- 5.5 To co-operate with other bodies;
- 5.6 To support, administer or set up other charities and undertake and execute charitable trusts;
- 5.7 To raise funds (but not by means of **taxable trading**);
- 5.8 To take and accept any gift of money, property or other assets whether subject to any special trusts or not;
- 5.9 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Acts);
- 5.10 To acquire or hire property rights or privileges of any kind and to acquire, hire, construct, restore, improve, maintain and alter property of any kind;

- 5.11 To let or dispose of or turn to account property of any kind (but only in accordance with the restrictions imposed by the Charities Acts);
- 5.12 To make planning applications, applications for consent under bye-laws or building regulations or other similar applications;
- 5.13 To pay any rent and other outgoings and expenses and execute and do all such other instruments, acts and things as may be requisite in connection with the use, maintenance, upkeep, expansion, alteration or improvement of property of any kind;
- 5.14 To purchase lease or hire and operate and maintain any equipment necessary or convenient for the administration of the Charity;
- 5.15 To make grants or loans of money and to give guarantees;
- 5.16 To set aside funds for special purposes or as reserves against future expenditure;
- 5.17 To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 5.18 To deposit or invest funds in any manner (but to invest only after obtaining advice from a **financial expert**, unless the **Executive Committee** reasonably concludes that in all the circumstances it is unnecessary or inappropriate to do so, and having regard to the suitability of investments and the need for diversification);
- 5.19 To delegate the management of investments to a financial expert, but only on terms that:

- (a) the investment policy is set down in writing for the financial expert by the Executive Committee;
- (b) every transaction is reported promptly to the Executive Committee;
- (c) the performance of the investments is reviewed regularly with the Executive Committee;
- (d) the Executive Committee is entitled to cancel the delegation arrangement at any time;
- (e) the investment policy and the delegation arrangement are reviewed at least once a year;
- (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Executive Committee on receipt;
- (g) the financial expert must not do anything outside the powers of the Executive Committee;

5.20 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Executive Committee or of a financial expert acting under its instructions and to pay any reasonable fee required;

5.21 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;

5.22 To insure the **members of the Executive Committee** against the costs of a successful defence to a criminal prosecution brought against them as **charity trustees** or against personal liability incurred in respect of any act or omission

which is or is alleged to be a breach of trust or breach of duty, unless the member of the Executive Committee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

- 5.23 Subject to Article 15, to employ paid or unpaid agents, staff or advisers;
- 5.24 To provide and contribute to superannuation or pension funds for the officers and servants of the Charity or any of them or otherwise to assist such officers and servants their widows and children;
- 5.25 To enter into contracts to provide services to or on behalf of other bodies;
- 5.26 To arrange for the amalgamation or merger of the Charity with any charitable organisation the purposes of which in the opinion of the Executive Committee are similar to the purposes of the Charity either alone or as amalgamated;
- 5.27 To establish or acquire subsidiary companies to assist or act as agents for the Charity;
- 5.28 To pay the reasonable and proper costs of forming and administering the Charity; and
- 5.29 To do anything else within the law which promotes or helps to promote the Objects.

## **6. MEMBERSHIP**

- 6.1 The number of **Full Members** with which the Charity proposes to be registered is unlimited.
- 6.2 The Charity must maintain a register of Full Members in accordance with section 113 of **the Act**.

6.3 **Full Membership** is open to any **Eligible School** which is interested in promoting the Objects and which:

- (a) applies to the Charity in the form required by the Executive Committee;
- (b) is approved by the Executive Committee;
- (c) pays the relevant entrance fee and annual subscription; and
- (d) consents in writing to become a Full Member.

6.4 **Associate Membership** shall be open to any **Associate School** which:

- (a) applies to the Charity in the form required by the Executive Committee;
- (b) is elected by the Full Members in general meeting on the recommendation of the Executive Committee;
- (c) pays the relevant entrance fee and annual subscription; and
- (d) consents in writing to become an **Associate Member**.

6.5 Associate Members shall not be company members of the Charity for the purposes of the Act but Associate Members shall be entitled to all the privileges of Full Membership save that:

- (a) Associate Members may not exercise any of the rights of company members under the Act, including for the avoidance of doubt, the right to vote at general meetings;
- (b) Associate Members may not make or second nominations to the Executive Committee;

- (c) the authorised representative of an Associate Member may not be appointed as a member of the Executive Committee.

6.6 The Full Members in general meeting may from time to time establish different classes of Full Membership and Associate Membership, prescribe their respective privileges and duties and, at the AGM and on the recommendation of the Executive Committee, set the amounts of any subscriptions.

6.7 Full Membership is terminated if the Full Member concerned:

- (a) gives written notice of resignation to the Charity;
- (b) ceases to exist;
- (c) is more than three **months** in arrears in paying the relevant subscription (but in such a case the Full Member may be reinstated on payment of the amount due);
- (d) is a school that ceases to be a full member of one of the associations that are constituent members of the Independent Schools Council (but in such a case the Full Member may be reinstated on readmission to membership of any such association);
- (e) is removed from Full Membership by resolution of the Executive Committee on the ground that in their reasonable opinion the Full Member's continued membership is harmful to the Charity (but only after notifying the Full Member in writing and considering the matter in the light of any written representations which the Full Member concerned puts forward within 14 **clear days** after receiving notice).

6.8 Associate Membership is terminated in the same circumstances as termination of Full Membership, save that the circumstances described in Articles 6.7(d) and (e) shall not apply to Associate Members.

- 6.9 Full Membership and Associate Membership of the Charity is not transferable.
- 6.10 Without prejudice to section 323 of the Act, the **authorised representative** of a Full Member or an Associate Member shall be its **Bursar**.
- 6.11 In the event that a Full Member or Associate Member is unincorporated, its Bursar shall hold its rights and interests in the Charity on its behalf.

## **7. SUBSCRIPTIONS**

- 7.1 Each Full Member and Associate Member shall pay such entrance fee and annual subscription as shall be from time to time recommended by the Executive Committee and approved by the Full Members at the AGM for each class of Full Member and Associate Member.
- 7.2 Notice of any recommendation by the Executive Committee to increase or decrease the amount of any such entrance fee or annual subscription or to change any class of Full Member or Associate Member shall be published with the notice of the AGM at which that recommendation is to be considered.
- 7.3 Annual subscriptions for each calendar year shall be paid on or before a date prescribed by the Executive Committee to a bank account nominated by the Executive Committee and notified to the Full Members and Associate Members.

## **8. GENERAL MEETINGS**

- 8.1 Full Members are entitled to attend general meetings through their authorised representative or by proxy. Except where otherwise provided by the Act, general meetings are called on at least 14 clear days' written notice specifying the business to be discussed.

- 8.2 There is a quorum at a general meeting if the number of Full Members present by authorised representative or by proxy is at least 20% of the number of Full Members or one hundred (whichever is the lesser).
- 8.3 The **Chairman** or (if the Chairman is unable or unwilling to do so) the **Vice-Chairman** or (if the Chairman and the Vice-Chairman are unable or unwilling to do so) some other authorised representative of a Full Member elected by those present presides at a general meeting.
- 8.4 The Charity must hold an **AGM** in every year which all Full Members are entitled to attend. Each AGM must be held within 15 months of the previous AGM at a time and place to be determined by the Executive Committee.
- 8.5 At an AGM the Full Members:
- (a) receive the Executive Committee's report on the Charity's activities since the previous AGM;
  - (b) receive the accounts of the Charity for the previous financial year;
  - (c) appoint auditors for the Charity;
  - (d) accept the retirement of those members of the Executive Committee who wish to retire or who are retiring at the end of their term of office;
  - (e) elect the **Chairman** and the **Vice Chairman** in accordance with the provisions of these Articles;
  - (f) receive the announcement of the results of the election of the **Ordinary Members**; and
  - (g) may determine any issues of policy or deal with any other business put before them.

- 8.6 Any general meeting which is not an AGM is an **EGM**.
- 8.7 An EGM may be called at any time by the Executive Committee.
- 8.8 An EGM must be called on a written request to the Executive Committee from at least 5% of the Full Members.
- 8.9 On receipt of a written request made pursuant to Article 8.8, the Executive Committee must call an EGM within 21 days and the EGM must be held not more than 28 days after the date of the notice calling the EGM.
- 8.10 In addition and without prejudice to the provisions of Section 168 of the Act, the Full Members may by **ordinary resolution** remove any member of the Executive Committee before the expiration of his or her period of office and may by ordinary resolution appoint another suitably qualified individual in his or her stead but any individual so appointed shall hold his or her office only until the next AGM.

## **9. APPOINTMENT OF PROXIES**

- 9.1 Any appointment of a proxy must be made by a notice in writing which:
- (a) states the name and address of the Full Member appointing the proxy;
  - (b) identifies the person appointed to be that Full Member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the Full Member appointing the proxy or is authenticated in such other manner as the Executive Committee may determine;
  - (d) is delivered to the Executive Committee in accordance with Article 17;

- (e) is received by the Executive Committee at least 48 hours (excluding bank-holidays and weekends) before the meeting to which it relates.
- 9.2 The Executive Committee may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 9.3 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.
- 9.4 Unless a proxy notice indicates otherwise, it should be treated as:
  - (a) allowing the person appointed under it as a proxy discretion on how to vote on any ancillary or procedural resolution put to the meeting;
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself.
- 9.5 An appointment under a proxy notice may be revoked by notice in writing delivered to the Executive Committee, in accordance with Article 17, but such revocation will only take effect if the Executive Committee receives it before the start of the meeting to which it relates.

## **10. VOTING AT GENERAL MEETINGS**

- 10.1 A resolution at a general meeting shall be decided by a show of hands, unless a poll is demanded.
- 10.2 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 10.3 Subject to Article 10.4, every Full Member present through an authorised representative or by proxy has one vote on each issue.

10.4 A person who has been appointed as proxy for more than one Full Member has only one vote on a show of hands.

10.5 A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote; or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

10.6 A poll may be demanded by:

- (a) the Chairman of the meeting;
- (b) any member of the Executive Committee;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person representing at least 10% of the total voting rights of all the Full Members present at the meeting.

10.7 A demand for a poll may be withdrawn if the poll has not yet been taken and the Chairman of the meeting consents to the withdrawal.

10.8 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

## **11. WRITTEN RESOLUTIONS**

11.1 Subject to Article 11.7, any resolution that may be passed validly at a general meeting of the Charity may be passed as a written resolution.

11.2 A written resolution may be proposed by the Executive Committee or by 5% or more of the Full Members (on written request to the Executive Committee).

11.3 The Executive Committee must circulate any proposed written resolution to all Full Members, together with:

- (a) any accompanying statement;
- (b) guidance on how to signify agreement to the resolution; and
- (c) the date by which the resolution must be passed if it is not to lapse.

11.4 A Full Member signifies agreement to a proposed written resolution when the Charity receives from him an **Authenticated Document** (whether in hard copy or electronic form) identifying the resolution to which it relates and his agreement to it.

11.5 Subject to Article 11.6, a written resolution is passed when:

- (a) in the case of an ordinary resolution, a simple majority of all the Full Members have signified their agreement to it; and
- (b) in the case of a **special resolution**, at least 75% of all the Full Members have signified their agreement to it.

11.6 A proposed written resolution lapses if it is not passed before the end of 28 days beginning on the first day on which it was circulated.

11.7 The following may not be passed as a written resolution:

- (a) a resolution to remove a member of the Executive Committee before his period of office expires; and
- (b) a resolution to remove an auditor before his period of office expires.

## 12. **THE EXECUTIVE COMMITTEE**

- 12.1 The members of the Executive Committee as the charity trustees have control of the Charity and its property and funds.
- 12.2 The Executive Committee when complete shall consist of at least eight and not more than twelve authorised representatives of Full Members who shall comprise:
- (a) the Chairman, who shall be a member of the Executive Committee ex officio;
  - (b) the Vice Chairman, who shall be a member of the Executive Committee ex officio; and
  - (c) not less than six and not more than ten Ordinary Members.
- 12.3 The Chairman shall be elected by the Full Members at each AGM and, subject to Article 12.11, shall hold office for a term of one year, commencing at the conclusion of the **Annual Conference** during which the AGM at which he or she is elected is held and terminating at the conclusion of the following Annual Conference. Notwithstanding Article 12.8, a retiring Chairman shall be eligible for re-election but may not hold office for more than three consecutive terms.
- 12.4 The Vice-Chairman shall be elected, hold office and be eligible for re-election on the same basis as the Chairman.
- 12.5 Ordinary Members shall be elected by ballot of the Full Members in such manner as the Full Members resolve from time to time, which for the avoidance of doubt may include an electronic ballot (provided that if, at the time the ballot is due to open, the number of candidates standing for election is less than or equal to the number of vacancies, there shall be no requirement to hold a ballot and all of the candidates shall be deemed to have been elected).

- 12.6 Subject to Article 12.11, an Ordinary Member shall serve for an initial term of two years commencing at the conclusion of the Annual Conference during which the AGM at which his or her election is announced is held and terminating at the conclusion of the next following Annual Conference. Notwithstanding Article 12.8, a retiring Ordinary Member shall be eligible for re-election for one further consecutive term of three years, but may not hold office for more than two consecutive terms unless elected as Chairman or Vice-Chairman.
- 12.7 Any member of the Executive Committee who retires or resigns from the Executive Committee shall not be eligible for re-election until a period of at least one year has elapsed from the date he or she retired or resigned.
- 12.8 Candidates for election as members of the Executive Committee must be nominated by a Full Member and seconded by another Full Member. Unless the Full Members have resolved on another means of election pursuant to Article 12.6, nominations must be made and seconded in writing and lodged with the Secretary not less than three months before the AGM at which either it is proposed the election should take place (in the case of the Chairman and the Vice-Chairman) or the results of the election should be announced (in the case of Ordinary Members) and a list of nominations must be sent to the Full Members with the notice of that AGM.
- 12.9 Any nomination of a candidate for election as Chairman or Vice-Chairman that is made or seconded by a member of the Executive Committee must be approved by the Executive Committee.
- 12.10 A member of the Executive Committee's term of office automatically terminates if he or she:
- (a) is disqualified under the Charities Acts from acting as a charity trustee;

- (b) is incapable, whether mentally or physically, of managing his or her own affairs;
- (c) is absent from three consecutive meetings of the Executive Committee (or any Sub Committee on which he or she sits) in any 12 month period between AGMs and a majority of the other members of the Executive Committee resolve that he or she should be removed;
- (d) is the authorised representative of a school that ceases to be a Full Member (but such a person may be co-opted by resolution of the Executive Committee to serve as a **non-voting member of the Executive Committee** until the conclusion of the following Annual Conference);
- (e) ceases to be employed by the school at which he or she was employed at the time of his or her election (but upon such person becoming employed by another Full Member before the next AGM and subject to the agreement of the governing body of that Full Member, such a person may be co-opted by resolution of the Executive Committee as a non-voting member of the Executive Committee to serve until the conclusion of the following Annual Conference);
- (f) resigns by written notice to the Executive Committee (but only if at least five members of the Executive Committee will remain in office);
- (g) is removed by resolution passed by all the other members of the Executive Committee after inviting the views of the member of the Executive Committee concerned and considering the matter in the light of any such views; or
- (h) is removed by ordinary resolution of the Full Members in accordance with Article 8.10.

- 12.11 Notwithstanding Article 12.8 a member of the Executive Committee whose term of office is terminated pursuant to Articles 12.11(d) or 12.11(e) who is eligible for election as a member of the Executive Committee may stand for re-election at the AGM following the termination provided that his or her term of office shall be regarded as continuous for the purposes of Articles 12.4, 12.5 and 12.7.
- 12.12 the Executive Committee may at any time co-opt as a non-voting member of the Executive Committee any authorised representative of a Full Member to serve until the conclusion of the next following Annual Conference;
- 12.13 A technical defect in the appointment of a member of the Executive Committee of which the Executive Committee is unaware at the time does not invalidate decisions taken at a meeting.
- 12.14 The Charity shall indemnify any member of the Executive Committee against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Act.

### **13. PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- 13.1 The Executive Committee must hold at least three meetings each year.
- 13.2 A quorum at a meeting of the Executive Committee is five members of the Executive Committee.
- 13.3 A meeting of the Executive Committee may be held either in person or by suitable electronic means agreed by the Executive Committee (which for the avoidance of doubt shall include conference telephone or other similar communications equipment) in which all participants may communicate with all the other participants.

- 13.4 The Chairman or (if the Chairman is unable or unwilling to do so) the Vice Chairman or (if the Chairman and the Vice-Chairman are unable or unwilling to do so) some other member of the Executive Committee chosen by those present presides at each meeting.
- 13.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the members of the Executive Committee is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 13.6 Except for the chairman of the meeting, who in the case of a tied vote has a second or casting vote, every member of the Executive Committee has one vote on each issue.
- 13.7 An honorary officer appointed pursuant to Article 14.2 who is not a member of the Executive Committee shall be entitled to attend meetings of the Executive Committee but shall not be entitled to vote.
- 13.8 The Executive Committee may invite such other persons as it sees fit to attend its meetings, provided that such other persons shall not be entitled to vote.
- 13.9 A member of the Executive Committee must avoid a situation in which he or she has an interest or duty that conflicts or possibly may conflict with the interests of the Charity. This duty is not infringed if:
- (a) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - (b) the situation is authorised by the Executive Committee in accordance with Article 13.10; or

- (c) the situation relates to the purchase of trustee indemnity insurance in accordance with Article 5.21.

13.10 If a conflict of interests arises for a member of the Executive Committee, the unconflicted members of the Executive Committee may authorise such a conflict of interests provided that:

- (a) the procedure in Article 13.11 is followed;
- (b) authorisation will not result in any direct or indirect **material benefit** being conferred on any member of the Executive Committee or any **Person Connected to a member of the Executive Committee** that would not be permitted by Article 15; and
- (c) the unconflicted members of the Executive Committee consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances.

13.11 Whenever a member of the Executive Committee has an interest in a matter to be discussed at a meeting of the Executive Committee the member of the Executive Committee concerned must:

- (a) declare his interest before discussion begins on the matter;
- (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- (c) not be counted in the quorum for that part of the meeting;
- (d) withdraw during the vote and have no vote on the matter.

13.12 A procedural defect of which the Executive Committee is unaware at the time does not invalidate decisions taken at a meeting.

#### **14. POWERS OF THE EXECUTIVE COMMITTEE**

The Executive Committee has the following powers in the administration of the Charity:

- 14.1 to appoint (and remove) any individual to act as Secretary to the Charity in accordance with the Act;
- 14.2 to appoint a Treasurer and other honorary officers and to pay to them such honoraria as it sees fit (if any) provided that:
  - (a) an honorary officer who is also a member of the Executive Committee shall not be paid an honorarium or receive any other benefit from the Charity other than in accordance with Article 15;
  - (b) an honorary officer who is not a member of the Executive Committee shall be a non-voting member of the Executive Committee; and
  - (c) the number of Ordinary Members must exceed the number of honorary officers;
- 14.3 to delegate any of their functions to Sub Committees consisting of two or more individuals appointed by them (but at least one member of every Sub Committee must be a member of the Executive Committee and all proceedings of Sub Committees must be reported promptly to the Executive Committee);
- 14.4 to make Standing Orders consistent with these Articles and the Act to govern proceedings at general meetings and to prescribe a form of proxy;
- 14.5 to make Rules consistent with the Articles and the Act to govern proceedings at meetings of the Executive Committee and at meetings of Sub Committees;

- 14.6 to make Regulations consistent with these Articles and the Act to govern the administration of the Charity (including the operation of bank accounts and the commitment of funds) and the use of its seal (if any);
- 14.7 to resolve or to establish procedures to assist the resolution of disputes within the Charity;
- 14.8 to exercise any powers of the Charity which are not reserved to a general meeting;
- 14.9 if the Executive Committee shall at any time be or be reduced in number to less than the number prescribed by Article 12.2 it shall be lawful for it to act as the Executive Committee for the purposes of admitting persons as members of the Executive Committee or summoning a general meeting but not for any other purpose.

15. **BENEFITS TO FULL MEMBERS AND MEMBERS OF THE EXECUTIVE COMMITTEE**

- 15.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the **Full Members** but:
- (a) Full Members and authorised representatives of Full Members who are not members of the Executive Committee may enter into contracts with or be employed by the Charity and receive reasonable payment for goods or services supplied;
- (b) Full Members, authorised representatives of Full Members and members of the Executive Committee may be paid interest at a reasonable rate on money lent to the Charity;

- (c) Full Members, authorised representatives of Full Members and members of the Executive Committee may be paid a reasonable rent or hiring fee for property let or hired to the Charity;
- (d) Full Members, authorised representatives of Full Members and members of the Executive Committee who are beneficiaries of the Charity may receive charitable benefits in that capacity.

15.2 A member of the Executive Committee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:

- (a) as mentioned in Clauses 5.22, 15.1(b), 15.1(c), 15.1(d) or 15.3;
- (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
- (c) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
- (d) payment to any company in which a member of the Executive Committee has no more than a 1% shareholding;
- (e) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).

15.3 Any member of the Executive Committee (or any firm or company or school of which a member of the Executive Committee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if:

- (a) the goods or services are actually required by the Charity;

- (b) any conflict of interest is authorised by the Executive Committee in accordance with Article 13.11;
- (c) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Clause 13.12;
- (d) no more than one half of the members of the Executive Committee are subject to such a contract in any financial year.

15.4 This clause may not be amended without the prior written consent of the Commission.

## **16. RECORDS & ACCOUNTS**

16.1 The Executive Committee must comply with the requirements of the Act and of the Charities Acts as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.

16.2 The Executive Committee must keep proper records of:

- (a) all proceedings at general meetings and written resolutions of Full Members;
- (b) all proceedings at meetings of the Executive Committee;

(c) all reports of Sub Committees; and

(d) all professional advice obtained.

16.3 The records referred to in Articles 16.2(a) and 16.2(b) must be kept for 10 years from the date of the resolutions general meeting or meeting of the Executive Committee, as relevant.

16.4 Accounting records relating to the Charity must be made available for inspection by any member of the Executive Committee or Full Member at any reasonable time during normal office hours.

16.5 A copy of the Charity's latest available statement of account must be supplied on request to any member of the Executive Committee or Full Member. A copy must also be supplied within two months to any other person who makes a written request and pays the Charity's reasonable costs.

## 17. NOTICES

17.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to Full Members generally) may be published in any suitable journal or national newspaper or any newsletter distributed by the Charity or by posting it on the Charity's website.

17.2 The only address at which a Full Member is entitled to receive notices is the address shown in the register of Full Members.

17.3 The Charity may only send a document or information to a **Member** by electronic mail:

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

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

- (a) the request stated clearly what the effect of failure to respond would be;
- (b) when the request is sent to the Member, at least 12 months have passed since the Charity last requested the Member to agree to receive the same or a similar type of document or information via a website;
- (c) the document or information concerned is made available in a form which enables the recipient to read it and retain a copy of it; and
- (d) the Charity complies with the requirements of Articles 17.6 and 17.7.

17.5 When sending information or a document via a website, the Charity must notify each intended recipient of:

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

17.6 Where information or a document is sent to Members via a website in accordance with this Article, the document or information must remain on the website:

- (a) in the case of notice of a general meeting, until after the general meeting has ended; and
- (b) in all other cases, for 28 days beginning with the date on which the Charity sent notification pursuant to Article 17.5.

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

- (a) 24 hours after being sent by electronic mail or fax or delivered by hand to the relevant address;
- (b) two clear days after being sent by first class post to the relevant address;
- (c) three clear days after being sent by second class or overseas post to the relevant address;
- (d) on the date on which the notice was posted on a website (or, if later, the date on which the Member was notified of the posting on the website in accordance with Article 17.5);
- (e) on being handed to the Member or its authorised representative personally; or, if earlier
- (f) as soon as the Member acknowledges actual receipt.

17.8 A technical defect in the giving of notice of which the Executive Committee are unaware at the time does not invalidate decisions taken at a meeting.

17.9 Members may validly send any notice or document to the Charity:

- (a) by post to
  - (i) the Charity's registered office; or
  - (ii) any other address specified by the Charity for such purposes;
- (b) to any fax number or email address provided by the Executive Committee for such purposes.

**18. LIMITED LIABILITY**

The liability of the Full Members is limited.

**19. GUARANTEE**

Every Full Member promises, if the Charity is dissolved while it remains a Full Member or within 12 months afterwards, to pay up to ten pounds towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a Full Member.

**20. DISSOLUTION**

20.1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

- (a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (b) directly for the Objects or charitable purposes within or similar to the Objects;

- (c) in such other manner consistent with charitable status as the Commission approves in writing in advance.

20.2 A final report and statement of account must be sent to the Commission.

## 21. INTERPRETATION

Unless the context otherwise admits, in these Articles:

21.1 "**the Act**" means the Companies Act 2006;

"**AGM**" means an annual general meeting of the Charity;

"**Annual Conference**" means an annual conference of the Charity;

"**these Articles**" means these articles of association;

"**Associate Member**" and "**Associate Membership**" refer to a form of association with the Charity, which is not membership for the purposes of the Act and which therefore does not carry the right to vote at general meetings;

"**Associate School**" means:

- (a) an independent school in the UK which is not separately constituted under its own governing document;
- (b) a charity or other organisation which operates one or more independent schools, none of which is situated within the United Kingdom;
- (c) a charity or other organisation which runs one or more independent schools in the United Kingdom, but is not in full membership of any one of the associations that are constituent members of the Independent Schools Council;
- (d) a charity or other organisation which runs more than one independent school in the UK under different Department of Education registration

- numbers, all of which are separately constituted under their own governing document; or
- (e) any other school, charity or organisation which the Full Members elect pursuant to Article 6.4(b) on the recommendation of the Executive Committee.

**"Authenticated Document"** means a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of the sender is confirmed in a manner specified by the Executive Committee (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender and the Executive Committee has no reason to doubt the truth of that statement);

**"authorised representative"** means an individual who is authorised by a Full Member or an Associate Member to act on its behalf at meetings of the Charity and whose name is given to the Secretary;

**"Bursar"** means the bursar of a school or the individual who undertakes the duties normally carried out by a bursar at a school and who is nominated by the governing body of that school;

**"Chairman"** means the Chairman of the Executive Committee;

**"Charities Acts"** means the Charities Acts 1992 to 2006;

**"the Charity"** means the Company governed by these Articles;

**"charity trustee"** has the meaning prescribed by section 97(1) of the Charities Act 1993;

"**clear days**" means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"**the Commission**" means the Charity Commission for England and Wales;

"**EGM**" means an extraordinary general meeting of the Charity;

"**Eligible School**" means a charity or other organisation which:

- (a) is separately constituted under its own governing document;
- (b) is (or has a governing body or member of staff who is) in full membership of any one of the associations that are constituent members of the Independent Schools Council; and
- (c) either:
  - (i) runs a single independent school in the UK (provided that where a charity or other body runs a pre-preparatory, preparatory and/or senior school under the same Department of Education registration number it shall be treated as running a single school); or
  - (ii) runs more than one independent school in the UK under different Department of Education registration numbers, none of which is constituted as a charity or organisation in its own right.

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

"**Full Member**" and "**Full Membership**" refer to membership of the Charity for the purposes of the Act;

"**material benefit**" means a benefit which may or may not be financial but which has a monetary value;

**"Member", "Members" and "Membership"** refer to Full Members and Associate Members of the Charity, unless the context otherwise admits;

**"member of the Executive Committee"** means a director of the Charity and "the Executive Committee" means the board of directors;

**"month"** means calendar month;

**"non-voting member of the Executive Committee"** means an individual who is entitled to attend meetings of the Executive Committee, but who is not a director of the Charity;

**"the Objects"** means the Objects of the Charity as defined in Article 4;

**"Ordinary Member"** means a member of the Executive Committee other than the Chairman or the Vice-Chairman;

**"ordinary resolution"** means a resolution of the Full Members that is passed by a simple majority;

**"Person connected to a member of the Executive Committee"** means (a) a child, parent, grandchild, grandparent, brother or sister of a member of the Executive Committee; (b) the spouse or civil partner of a member of the Executive Committee or anyone falling within paragraph (a); (c) a person carrying on business in partnership with a member of the Executive Committee or with any person falling within paragraph (a) or (b); (d) an institution which is controlled by a member of the Executive Committee or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together); (e) a body corporate in which a member of the Executive Committee or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest);

**"Secretary"** means the Secretary of the Charity;

**"special resolution"** means a resolution of the Full Members that is passed by a majority of 75% or more;

**"taxable trading"** means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, and the profits of which are liable to tax;

**"Vice-Chairman"** means the Vice-Chairman of the Executive Committee;

**"written"** or **"in writing"** refers to a legible document on paper including a fax message;

**"year"** means calendar year.

21.2 Expressions defined in the Act have the same meaning in these Articles.

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