

Company No 257981

257981

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The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

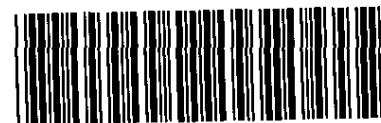
Memorandum of Association

of

The Francis Holland (Church of England) Schools Trust

1. The name of the Company (hereinafter called "the Association") is "The Francis Holland (Church of England) Schools Trust".
2. The registered office of the Association is to be situated in England and Wales.
3. The objects which the Association is established are to provide for and carry on in the United Kingdom public day and boarding schools for the education of girls, to provide religious instruction and training therein in accordance with the principles of the Church of England, and generally to foster education and moral and religious training therein

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4. The Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (A) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (C) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (D) To borrow or raise money on such terms and on such security as may be thought fit
- (E) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (F) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (G) To do all such other things as are incidental to the attainment of furtherance of the said objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- (u) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

- 5. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association

Provided that nothing herein shall prevent any payment in good faith by the Association-

- (A) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association;

- (B) of interest at a rate to be agreed from time to time by the Council on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body;
 - (C) to any member of its Council of Management or Governing Body of out-of-pocket expenses;
 - (D) to a company of which a member of the Association or of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.
6. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Association shall cease to be a company to which section 30 of the Companies Act 1985 applies.
7. The liability of the members is limited
8. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1.00) to the assets of the Association if it should be wound up while he or she is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

NAMES AND ADDRESSES OF SUBSCRIBERS

Francis A Glen, G C M G
3, Southside,
Wimbledon Common
SW 19

Clive Wigram K C B.
St James Palace
SW1

L.A J. Granville, R.A.M. C.B.
Berkhamsted Place,
Herts

L.J Percival, C.V.O.
St James Palace,
SW1

F.C Holland,
Ex Civil Service,
West Horsley
Surrey

Charles S. Preston
Solicitor
12, Lincoln's Inn Fields
WC2

B.M.S. Palmer
Spinster
16, Lower Sloane Street,
S.W.1

Dated this 13th day of July 1931

Witness to the above Signatures

Anne C Stannier
Secretary
13, Ravensbourne Gardens, West Ealing W13

*The Companies Acts 1985 and 1989*COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

NEW ARTICLES OF ASSOCIATION

OF

THE FRANCIS HOLLAND (CHURCH OF ENGLAND) SCHOOLS TRUST

Adopted by Special Resolution passed on 1 October 2009

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
academic term	A term of the academic year being either the spring term, summer term or autumn term as the case may be
academic year	1 September to 31 August the following year
The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company
The Council	The Council of Management for the time being of the Association
The Office	The registered office 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 producing words in a visible form.

Clear days In relation to a period of notice means that 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.

Connected person Means:

- (1) a child, parent, grandchild, grandparent, brother or sister of a member of the Council,
- (2) the spouse or civil partner of a member of the Council or of any person falling within sub clause (1) above,
- (3) a person carrying on business in partnership with a member of the Council or with any person falling within sub clause (1) or (2) above;
- (4) an institution which is controlled
 - a by a member of the Council or any connected person falling within sub clause (1), (2) or (3) above; or
 - b. by two or more persons falling within sub clause 4 (a) when taken together
- (5) a body corporate in which
 - a. a member of the Council or any connected person falling within sub clauses (1) to (3) has a substantial interest; or
 - b. two or more persons falling within sub clause (5) (a) who, when taken together, have a substantial interest.

Sections 350 -352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

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

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles

- 2 The Association is established for the purposes expressed in the Memorandum of Association
3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the Articles shall be members of the Association. No person shall be admitted as a member of the Association unless he or she is approved by the Council. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council require executed by him or her

4. A member may at any time withdraw from the Association by giving at least seven clear days' notice to the Association. Membership shall not be transferable and shall cease on death.
- 5 The Council may from time to time admit to membership such other persons willing to become members and interested in the work of the Association as the Council thinks fit.
6. Members of the Association shall be known as Governors, and shall remain members until retirement pursuant to Article 49 of these Articles unless they either resign in writing or are excluded under the provisions of the following Articles or become bankrupt, or incapable by reason of mental disorder, illness or injury of managing and administering his own affairs.
- 7 All Governors shall be members of the Council.
- 8 Every Governor shall be bound to further to the best of his ability the objects, interests and influence of the Association. Any Governor who shall appear to the Council to have acted in any manner detrimental to the interests of the Association may be excluded therefrom by a resolution of a majority of at least three-fourths of the members of the Council present and voting at a Council meeting specially convened for the purpose at which not less than five members of the Council shall be present: Provided always that such Governor shall have seven clear days' notice sent to him of the Council meeting, and he may attend the meeting and be heard in his defence, but shall not be present at the voting. A member who is excluded by a resolution duly passed as aforesaid after due compliance with this article shall cease to be a member of the Association.
- 9 The Governors shall have the rights and privileges conferred on them by these presents.

GENERAL MEETINGS

10. Unless the Association has elected by Elective Resolution to dispense with the holding of Annual General Meetings 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 Council, 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
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
12. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act
13. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution or an Elective Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, 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 Articles or under the Act entitled to receive such notices from the Association, but 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.
14. 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

15. All business shall be deemed special that is transacted at an Extraordinary 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 Council and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
16. 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 one third of the members personally present shall be a quorum.
17. 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 Council may determine.
18. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he or she 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 Council to preside.
19. 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.
20. 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

* Section 373 of the Companies Act 1985

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

21. Subject to the provisions of Article 22, 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.
22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
23. 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 casting vote.
24. 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
25. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held

VOTES OF MEMBERS

26. Subject as hereinafter provided, every member shall have one vote
27. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his or her membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting
28. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
29. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a

corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member *

30. The instrument appointing a proxy shall be in writing under the hand of the appointer or his or her attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

“
 “I
 “of
 “a member of
 “ hereby appoint
 “of
 “and failing him or her,
 “of
 “as my proxy to vote for me on my behalf at the
 Extraordinary) General Meeting of the
 “Association to be held on
 “19 , and at any adjournment thereof
 “Signed on 19 ,

“(Annual

*The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

COUNCIL OF MANAGEMENT

34. *Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than ten nor more than twenty four.*
35. *The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to section 10 of the Act.*
36. *No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.*
37. *Subject to the provisions of these Articles, the Council may from time to time and at any time appoint additional members of the Council provided that the prescribed maximum number be not thereby exceeded.*

POWERS OF THE COUNCIL

38. *The business of the Association shall be managed by the Council 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 the Act or by the Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act 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 Council which would have been valid if such regulation had not been made.*
39. *The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council 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.*

SECRETARY

40. Subject to the provisions of the Act the Secretary shall be appointed by the Council 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 provisions of sections 283 and 284 of the Act shall apply and be observed. The Council 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 COMMON SEAL

41. The Association's common seal shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the common 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 common seal has been properly affixed

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

42. The office of a member of the Council shall be automatically vacated:-
- (A) If he or she becomes bankrupt or makes any arrangement or composition with his creditors generally
 - (B) If he or she becomes of unsound mind.
 - (C) If he or she ceases to be a member of the Association.
 - (D) If by notice in writing to the Association he or she resigns his office
 - (E) If he or she ceases to hold office by virtue of any provision of the Act or he or she becomes prohibited by law from being a Director of a Company.
 - (F) If he or she shall for more than three consecutive Council meetings have been absent without good reason and the Council resolves that his or her office be vacated

APPOINTMENT OF MEMBERS OF THE COUNCIL

43. Subject to Articles 45 and 46, members of the Council shall be appointed by the Council at a meeting of Council, to serve for a term of office of three years, which shall in fact expire at the end of the equivalent Council meeting held in the same academic term of the third academic year following his or her taking office as a member of Council.

- 44 Subject to Article 45 any member of the Council shall be eligible for reappointment.
- 45 No member of the Council may be reappointed who has served a continuous period of 12 years as a member of the Council save for exceptional circumstances when it may be possible for the Council to reappoint such a member of the Council for one further term of office.
- 46 The terms of office of each of the Council members holding office as at the date of adoption of these Articles are set out in Schedule 1.
47. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and may make the appointments necessary for effecting any such increase.
- 48 In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his or her period of office, and may by an Ordinary Resolution appoint another qualified member in his or her stead, but any person so appointed shall retain his or her office so long only as the member in whose place he or she is appointed would have held the same if he or she had not been removed

PROCEEDINGS OF THE COUNCIL.

- 49 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and the quorum necessary for the transaction of business shall be one third of the members of the Council (which for the avoidance of doubt shall be deemed to be the total numbers of the members of the Council divided by three and rounded down to a whole number) Questions arising at any meetings shall be decided by a majority of votes In case of an equality of votes the Chairman shall have a second or casting vote.
- 50 A meeting may be held by suitable electronic means (by telephone conference call or video conference) agreed by members of the Council in which each participant may communicate with all the other participants and where the quorum necessary for the transaction of business shall be present by suitable electronic means agreed by the members of the Council in which a participant or participants may communicate with all the other participants.
51. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 52 (a) The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he or she shall be present, and may determine for what period he or she is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting or be unwilling to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

- (b) A Chairman shall be elected by the Council to serve for an initial term of six years expiring at a Council meeting. If the Chairman is due to retire during that period as a member of the Council, his or her membership of Council shall automatically be extended to the end of his or her period of office as Chairman. The said Chairman may be re-elected as Chairman for a further term of three years but not in any case further thereafter but subject to Articles 43 and 45 may thereafter be re-elected as a member of Council
53. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally
54. The Council may delegate any of their powers to committees consisting of such member or members of the Council 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 Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
55. A member of the Council shall not vote at a meeting of the Council or of a committee of the Council on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association and shall withdraw from any discussion concerning any such resolution
56. If a conflict of interests arises for a member of the Council 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 members of the Council may authorise such a conflict of interests where the following conditions apply.
- (a) the conflicted member of the Council 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 member of the Council does not vote on any such matter and is not to be counted when considering whether a quorum of members of Council is present at the meeting; and
 - (c) the unconflicted members of the Council 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 member of the Council or to a connected person.
57. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, 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 had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

58. The Council shall cause proper records to be kept of all Written Resolutions (and of the signatures). The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings in agreeing to the Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purposing 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.
59. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

60. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.
61. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Council think fit, and shall always be open to the inspection of the officers of the Association.
62. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
63. The Council shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Council shall send a copy of the annual accounts together with a copy of the Council's report for that financial year and a copy of the Auditors' report on those accounts to the Auditors and to every person entitled to receive the same in accordance with section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

AUDIT

- 64. In accordance with the provisions of the Act 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 sheets ascertained by one or more properly qualified Auditor or Auditors
- 65. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions.

NOTICES

- 66. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members.
- 67. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association
- 68. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as prepaid first class letter

DISSOLUTION

- 69. (1) The members of the Association may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity 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 for use for particular purposes that fall within the Objects
- (2) Subject to any such resolution of the members of the Association, the Association may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all of its debts and liabilities have been paid, or provision made for them, shall on 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 charity for use for particular purposes that fall within the Objects.
- (3) 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 such resolution is passed by the members the net assets of the Association shall be applied for charitable purposes as directed by the court or the Charity Commission.

SCHEDULE 1

Name of Council member	Date of First Appointment	Date of Last Appointment	Number of continuous years in office	Date of expiry of current term of office
Phillip Ashton	October 2012	19 March 2015	4	Council October 2018
Antony Beevor	June 2013	17 March 2016	3	Council June 2019
<i>Charlotte Black</i>	<i>June 2015</i>	<i>25 June 2015</i>	<i>1</i>	<i>Council June 2018</i>
Michael Bowie	June 2015	25 June 2015	1	Council June 2018
Jenny Briggs	March 2015	19 March 2015	1	Council March 2018
<i>Dominic Dowley</i>	<i>June 2013</i>	<i>17 March 2016</i>	<i>3</i>	<i>Council March 2019</i>
Alison Edelshain	October 2007	19 March 2015	9	Council March 2019
Maxine Harrison	June 2014	17 March 2016	2	Council June 2020
Jim Hawkins	23 June 2016	23 June 2016	0	Council June 2019
Sumita Honey	June 2012	19 March 2015	4	Council June 2018
Richard Owen	October 2014	17 March 2016	2	Council October 2020
<i>Jonathan Parry</i>	<i>June 2014</i>	<i>17 March 2016</i>	<i>2</i>	<i>Council June 2020</i>
Steven Pitchford	March 2012	19 March 2015	4	Council March 2018
Rachael Robathan	March 2016	17 March 2016	0	Council March 2019
Sue Ross	October 2008	19 March 2015	8	Council October 2017
Helen Spoudeas	March 2012	19 March 2015	4	Council March 2018

George Stead	June 2015	25 June 2015	1	Council June 2018
Marie Winckler	September 2014	1 September 2014	2	Council October 2017
Julia Yeomans	October 2007	23 June 2016	9	Council June 2019