

538828

THE COMPANIES ACT 1948

Company Limited by Guarantee and

not having a Share Capital

MEMORANDUM AND ARTICLES OF ASSOCIATION

- of -

THE MULBERRY BUSH LIMITED

Herbert Mallam Gowers
32 Crown Walk
Bicester
OX26 6HY
Tel 01869 252244

TUESDAY



A02 *AHGSNVEV* 183
11/12/2007
COMPANIES HOUSE

THE COMPANIES ACT 1948

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

- of -

THE MULBERRY BUSH LIMITED

- 1 The name of the Company (hereinafter where the context so admits referred to as "the Company") is "THE MULBERRY BUSH LIMITED"
- 2 The Registered Office of the Company will be situate in England
- 3 The objects for which the Company is established are -
 - a) to relieve children suffering from disabilities of mind or body and in need of special educational treatment and in particular but without prejudice to the generality of the foregoing to carry on and
 - b) maintain a school for such children under the name or style of "The Mulberry Bush" at Standlake in the County of Oxford as established by Barbara Estelle Docker Drysdale, and/or elsewhere in England and Wales, conducting the same in such a manner that any such school shall be eligible for approval as a Special School within the meaning of the Education Act 1993 or any statutory re-enactment or modification thereof for the time being in force and
 - c) to contribute to the development of services for children with such needs

In direct furtherance of this object but not further or otherwise the Company has the following powers

- a) To take over the whole or any part of the real and personal property belonging to the said Barbara Dockar Drysdale in connection with the said Company and to undertake all or any of the liabilities in respect thereof
- b) To carry out all or any of the foregoing objects alone or through any other person institution or body whether incorporated or unincorporated, or any of them, and for this purpose to enter into and carry out such arrangements and agreements as the Company shall think proper with them or any of them for providing for the Company the appropriate facilities
- c) Subject to the provisions of Section 14 of the Companies Act 1948 to purchase or otherwise acquire any lands or buildings to be used for any purpose of the Company and generally any property, real or personal, or any estate or interest therein, required for any purpose of the Company, and to hold, sell, lease, deal with and dispose of the same in such manner as may be thought expedient, and to lay out, construct, equip, enlarge, furnish, maintain and alter any lands, buildings and works for the purposes of the Company
- d) To borrow or raise money, and to issue debentures or other securities, and to mortgage and charge all or any part of the property of the Company for the purpose of promoting its objects
- e) To amalgamate, affiliate or co-operate with or subscribe to any person, institution or body, whether incorporated or not, whose objects are

similar to the objects of the Company, provided that the Company shall not amalgamate or affiliate with, or subscribe to any institution or body, whether incorporated or not, which shall not prohibit the distribution of its income and property by way of dividend or otherwise amongst its members to an extent at least as great as is imposed upon the Company by virtue of clause 4 hereof

- f) To apply for, petition for, or promote any Act of Parliament, Royal Charter or other authority with a view to the attainment of any of the objects of the Company and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company
- g) To undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects
- h) To invest and deal with any monies of the Company not immediately required for its purposes in or upon such investments and in such manner as may be thought fit, but so that monies subject or representing property subject to the jurisdiction of the Charity Commissioners or the Secretary of State for Children, Schools and Families shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law
- i) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise
- j) To establish and support or aid in the establishment and support of any charitable association or institutions not formed for the benefit of

members of the Company and to subscribe or guarantee any money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects

- k) Out of the funds of the Company to pay or provide for the costs, charges and expenses of and incidental to the formation and incorporation of the Company and all matters ancillary thereto
- l) To grant pensions, gratuities and allowances to employees or ex-employees of the Company (not being members of the Company) or their dependents and to establish and support pension funds for the benefit of such employees or ex-employees or their dependents
- m) To do all or any of the above things as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise
- n) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them

PROVIDED that the Company shall not support with its funds any object or endeavor to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a trade union

PROVIDED ALSO that if the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Children, Schools and Families as the case may be, the Company 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 Trustees of the Company shall be chargeable for such property as 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 Trustees have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Children, Schools and Families over such Trustees, but they shall as regards any such property be subject, jointly and separately, to such control and authority as if the Company was not incorporated. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts

- 4 The income and the property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 the members of the Company PROVIDED that nothing herein contained shall prevent the payment in good faith or reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company but so that (except as hereinafter provided) no member of The Board of Trustees or Governing Body of the Company (excepting such members elected from among the salaried staff of the Company as shall serve on The Board of Trustees in accordance with the provisions of the Education Act (Approval of Special Schools) Regulations 1994, giving expression to the provisions contained in the 1981 Education Act) shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Committee or Governing

Body, except repayment of out-of-pocket expenses and payment of interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company PROVIDED FURTHER that the foregoing provisions shall not apply to any payment to any company of which a member of The Board or Governing Body may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment

- 5 The liability of the members is limited
- 6 Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1
- 7 If upon the winding up or dissolution of the Company there remains after the satisfaction of all of its debts and liabilities and property whatsoever the same shall not be paid or distributed among the members of the Company, but, subject to any trusts affecting the same or any part thereof, shall be given or transferred to some other institution or institutions having objects altogether or in part similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof such institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object

- 8 True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which receipts and expenditure take place, and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force such Accounts shall be open to the inspection of the members Once at least every year the accounts of the Company 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

THE COMPANIES ACT 1948

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

- of -

THE MULBERRY BUSH LIMITED

PRELIMINARY

- 1 In these Articles, unless there by something in the subject or context inconsistent therewith, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof -

Words	Meanings
The Company	The above named Company
The School	The Mulberry Bush School
The Act	The Companies Act 1948
The Statutes	The Act and every Statutory modification or re-enactment thereof for the time being in force, later statutes such as the Companies Act 1985 and the Companies Act 1989
These Articles	The Articles of Association of the Company from time to time

The Board	The Board of Trustees for the time being of the School, and references in the Act and the Statutes to "Board of Directors" and "Board" shall be deemed to be references to The Board of Trustees
Member of The Board	A member for the time being of The Board, and references in the Act and the Statutes to "Directors" shall be deemed to be references to members of The Board
Secretary of State	The Secretary of State for Children, Schools and Families for the time being
The Office	The registered office of the Company
The Seal	The Common Seal of the Company
The United Kingdom	Great Britain and Northern Ireland
In writing	Written, or produced by any substitute for writing, or partly by the one and partly by the other

And the expression "the Secretary" shall include a temporary or assistant Secretary and any person appointed by The Board to perform any of the duties of the Secretary

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

- 2 The Company is established for the purposes expressed in the Memorandum of Association

MEMBERS

- 3 For the purpose of registration the number of members of the Company is declared to be twenty five The Board may, whenever the circumstances of the Company require it, register an increase in members
- 4 The members of the Company shall be the subscribers to the Memorandum and Articles of Association, and any of the following persons namely -
 - a) Any member of The Board other than a member who has been elected from among the salaried staff of the Company,
 - b) Any person whose membership would in the opinion of The Board be likely to assist in the furtherance of the objects of the Company and is invited by The Board to become a member,

who shall consent in writing to become members and whose names shall be entered in the Register of Members

RIGHTS OF MEMBERS

- 5 The rights of a member as such shall be personal to himself, shall not be transferable, and shall cease on his death
- 6 A member may by notice in writing to the Company resign his membership and on receipt by the Company of such resignation he shall cease to be a member

If called upon by The Board to resign, a member shall be deemed to have resigned upon the day following that on which the Board shall have passed a resolution to that effect

GENERAL MEETINGS

- 7 A General Meeting of the Company shall be held as its Annual General Meeting in every year, in addition to any other meetings in that year, at such time and place as The Board shall appoint and shall be specified as such in the notices calling it

Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. In default of an Annual General Meeting being so held a General Meeting may be convened by any two members in the same manner as nearly as possible as that in which General Meetings are to be convened by The Board. The aforesaid General Meetings shall be called "Annual General Meetings", all other General Meetings shall be called "Extraordinary General Meetings"

- 8 The Board may, whenever they shall 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 requisitions as provided by Section 132 of the Act

NOTICE OF AND PROCEEDINGS AT GENERAL MEETINGS

- 9 An Annual General Meeting and a Meeting for the passing of a Special Resolution shall be called by twenty one days' notice in writing at the least, and a Meeting of the Company other than an Annual General Meeting or a Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which the notice is served or deemed to be served, and of the day for which the notice is given, and shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business. The notice shall be given in manner hereinafter mentioned, or in

such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons including the Auditors as are, under these Articles or the Act, entitled to receive such notices from the Company PROVIDED that a Meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

- a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat and
 - b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the Meeting, being a majority together representing not less than ninety five per centum of the total voting rights at that Meeting of all the members
- 10 The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive the same shall not invalidate the proceedings at any General Meeting
- 11 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 ordinary reports of The Board and Auditors, the election of the Auditors and the fixing of the Auditors' remuneration
- 12 No business shall be transacted at any meeting unless a quorum is present at the commencement of the business Save as herein otherwise provided five members present shall be a quorum

- 13 If within fifteen minutes from the time appointed for the 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 following week at the same time and place, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum.
- 14 The Chairman of The Board shall preside as Chairman at every General Meeting of the Company. If there is no such Chairman or if at any meeting he be not present within five minutes after the time appointed for holding the same, or if he be unwilling to preside, the members present shall choose some one of their number to preside as Chairman at that Meeting.
- 15 The Chairman may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days' or more notice of the adjourned meeting shall be given as in the case of an original meeting.

Save as aforesaid it shall not be necessary to give notice of an adjourned meeting or of the business to be transacted thereat.

- 16 At any General Meeting a resolution put to the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of a show of hands) demanded by the Chairman or by at least two members present in person or by proxy or by a member present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of

hands been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of against the resolution. The demand for a poll may be withdrawn.

- 17 If a poll is demanded in manner aforesaid, the same shall be taken at such time and in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting. Provided that a poll taken on the election of a Chairman or on a question of adjournment shall be taken at the meeting forthwith without adjournment.

Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

- 18 In case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.

VOTES

- 19 On a show of hands every member present in person and on a poll every member present in person or by proxy shall have one vote.
- 20 On a poll votes may be given in person or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing in the usual common form or in such other form as The Board shall approve, and no person shall be appointed a proxy who is not himself a member.

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

of such power or authority 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 as the proxy in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid

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

THE BOARD OF TRUSTEES

- 21 The Board of Trustees shall consist of a minimum of ten and a maximum of fifteen elected members of the Company and the following appointed or nominated representative members

A representative appointed by the Secretary of State or such other representative as shall be required by law from time to time

A representative of the staff

- 22 Upon the retirement of an elected Member of the Board from office at the expiration of the term for which he has been appointed, his successor shall be elected for a term of three years subject to Article 25 hereof The election shall be made from time to time by the remaining elected or representative Members of the Board for the time being A retiring elected Member of the Board shall, subject to Article 25 hereof, be eligible for re-election

- 23 Every vacancy for the office of a Member of The Board shall as soon as possible be notified to the proper appointing or nominating body or filled by the Members of The Board as the case may require A Member of The

Board appointed or elected to fill a casual vacancy arising otherwise than upon the expiration of the term for which his predecessor was appointed shall, however, hold office only for the residue unexpired of that term when he shall retire but shall be eligible for re-election

- 24 No person shall be entitled to act as an elected Member of The Board whether on a first or any subsequent entry into office until he has signed a declaration of acceptance and of willingness to act as such and he shall also within one month after his nomination or election become a member of the Company If he fails to do so, his nomination or election shall be void and he shall be ineligible to be re-nominated or re-elected a Member of The Board until he shall have become a member of the Company Save as aforesaid that any salaried staff appointed to serve on The Board according to the requirement of the Education Act (Approval of Special School's) Regulations 1994, giving expression to the provisions contained in the 1981 Education Act, or any other Statutory Instruments hereafter introduced shall not be required to become a member of the Company
- 25 The office of a Member of The Board shall be vacated in any of the following events, namely -
- a) If he become bankrupt or compound with his creditors
 - b) If he be found lunatic or become of unsound mind
 - c) If he resign his office by writing under his hand left at the office
 - d) If he cease to hold office by virtue of any provision of the Act
 - e) If he cease to be a member of the Company
 - f) If he be required to resign by a resolution of The Board passed by three-fourths majority of the Members thereof present and voting a

meeting of which at least seven days' notice in writing indicating the intention to propose such a resolution shall have been given

- g) If he be absent from The Board's meetings, without leave from The Board, for a period exceeding any Company year
- h) If he be removed by an Extraordinary Resolution of the Company passed under Article 28
- i) If the nomination of a nominated member of The Board is rescinded by the body which nominated him

Provided always that the provisions of paragraphs (e) to (h) inclusive of this Article shall not apply to nominated or appointed Members

- 26 In addition and without prejudice to the provisions of Section 184 of the Act the Company may by an Extraordinary Resolution remove any Member of The Board before the expiration of his period of office

POWERS OF TRUSTEES

- 27 The Board shall manage all the affairs, business and property of the Company and (subject to the provisions of Article 44) may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to such regulation (not being inconsistent with the provisions of these Articles) as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of The Board which would have been valid if such regulation had not been made

- 28 The Board shall cause minutes to be made in books provided for the purpose -
- a) Of all appointments of officers made by The Board,
 - b) Of all the names of the Members of The Board present at every meeting of The Board and of any sub-committee,
 - c) Of all resolutions and proceedings of all meetings of the Company and of The Board of Trustees or of any sub-committee

THE SEAL

- 29 The Seal shall not be affixed to any instrument except by the authority of a Resolution of The Board and in the presence of a Member of The Board and of the Secretary or in the presence of a Member of The Board and such other person or persons as The Board may appoint for the purpose in place of the Secretary and such persons in whose presence the Seal is affixed shall sign every instrument to which the Seal of the Company is so affixed as aforesaid

PROCEEDINGS OF THE BOARD OF TRUSTEES

- 30 The Board shall hold four ordinary or stated meetings at least during every year. A special meeting may at any time be summoned by any two Members of The Board upon one clear week's notice being given to the other members of the matters to be discussed
- 31 There shall be a quorum when five Members or one third of the number of Trustees for the time being holding office (whichever is the greater) are present at a meeting. Every matter shall be determined by the majority of

the members present and voting on the question. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

32. The Members for the time being of The Board may act notwithstanding any vacancy in The Board but if and so long as the number of Members of The Board is or is reduced below seven the Members of the Board for the time being may act only for the purpose of admitting new members of the Company or of summoning General Meetings of the Company but not for any other purpose.
33. The Board may elect a Chairman of their meetings and determine the periods for which he is to hold office, but if no such Chairman be elected, or if at any meeting he be not present within five minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be Chairman of the meeting.
34. The Board may delegate any of their powers to sub-committees consisting of such one or more Members of their body as they think fit together with any other persons to be co-opted by the sub-committee if desired. Provided that a person so co-opted (if not a member of the Company) shall act in an advisory capacity only and shall not be entitled to vote at meetings of the sub-committees of which he is a co-opted member. Any such sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by The Board.
35. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles regulating meetings and proceedings of The Board so far as the same are applicable and are not superseded by any regulations made by The Board under the last preceding Article.

- 36 a) In particular The Board shall form two sub-committees called the Finance and General Purposes Committee and the Education and Treatment Committee (hereinafter jointly referred to as the “House committees”) to take immediate supervision of the Company. The members of the House committees shall be members who are able and willing to devote the necessary time to the work thereof. The term of office of the members of House committees shall be fixed by The Board.
- b) The House committees shall comprise not more than seven members but no business shall be transacted by either such committee unless two members are present.
- c) The Chairman of each House committee shall be appointed by The Board.
- d) The House committees shall meet at least once a quarter, but special meetings may be held at any time at the request of a member of either House committee.
- e) The House committees shall keep such minutes as the House committees may require.
- f) The House committees may at any time remove one of their members who shall not in their opinion have attended the meetings of the relevant House committee with sufficient regularity.

OFFICERS

- 37 There shall be a Director of the Company, a Head of Residential Therapy and a Head of Education and such officers as shall from time to time be

determined by The Board The Director shall be given control over the general direction of the Company and the Head of Residential Therapy and the Head of Education and other members of the staff shall be subordinate to him

- 38 a) The Board may at pleasure dismiss any person employed by them in connection with the Company without assigning cause upon notice being given in accordance with the provisions of the contract between the Company and the said person The Board may for misconduct or other good and urgent cause dismiss any such person without notice
- b) A resolution to dismiss the Director shall not take effect until it has been passed at a special Meeting of The Board convened for that purpose by a majority of not less than two-thirds of the Members of the Board present and voting on the question
- 39 No person shall be dismissed without an opportunity of appearing in person before The Board accompanied if he so desires by a friend
- 40 Any person may be suspended from duty by the House Committees for misconduct or other good and urgent causes, provided that if the House Committees shall so suspend any person, they shall report such suspension to a special meeting of The Board to be summoned by them under Article 30, unless an ordinary quarterly meeting of The Board is to be held within three weeks of the date of such suspension
- 41 The Board may, if they think fit, delegate to the House Committees the power of dismissing domestic or other servants

- 42 Subject to Article 37 The Board shall distribute the responsibilities and duties of the Principal, so as to secure the efficient and convenient conduct of the Company

ACCOUNTS AND AUDITS

- 43 The Board shall in accordance with the requirements of Section 147 of the Act cause proper books of account to be kept with respect to all sums of money received and expended by the Company and of the matters in respect of which such receipts and expenditure take place, all sales and purchases of goods by the Company, and the assets and liabilities of the Company The books of account shall be kept at the office or at such place or places in England as The Board think fit and shall always be open to the inspection of the Members of The Board
- 44 The books and accounts of the Company shall be open to the inspection of the members of the Company at all reasonable times during business hours, subject to any reasonable restrictions as to the time and manner of inspecting the same which may from time to time be imposed by the Company in General Meeting
- 45 The Board shall from time to time in accordance with Section 148 and 157 of the Act cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections For so long as the School shall remain approved as a Special School within the meaning of the Education Act 1993 by the Secretary of State the Accounts of the Company shall also be in the form approved by the Secretary of State
- 46 Every balance sheet shall be signed on behalf of The Board by two Members thereof, and shall have attached to it a report by The Board with

respect to the state of the Company's affairs It shall also have attached to it the Auditors' report

- 47 A printed copy of the income and expenditure account, and balance sheet and The Board's and Auditors' reports shall not less than twenty one clear days previously to the date of the meeting be sent by post to the Auditors and to every member who is entitled to receive notice of General Meetings at his registered address For so long as the School shall remain approved as a Special School within the meaning of the Education Act 1993 by the Secretary of State, copies of the said documents shall be furnished to the Secretary of State and the Oxfordshire Local Education Authority each year
- 48 Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 159 to 162 of the Act

BORROWING POWERS

- 49 The Board may borrow or raise such monies as shall in their opinion be required for the purposes of the Company from time to time but so long as the Company shall be approved as a Special School as aforesaid such powers of borrowing and raising money shall be exercised only with the consent of the Secretary of State
- 50 The Trustees may receive any donations or additional endowments for the general purposes of the Company They may also receive donations or endowments for special objects connected with the Company, not inconsistent with or calculated to impede the due working of any rules laid down by the Secretary of State and applying to the Company from time to time Any question arising upon this last point shall be referred to the Secretary of State for his decision

NOTICES

- 51 Any notice or document may be served by the Company on any member thereof, either personally or by sending it through the post in a prepaid letter addressed to him at his registered address appearing in the Register of Members
- 52 Only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice of General Meetings of the Company
- 53 Any notice or other document served by the post shall be deemed to have been served at the time when the letter containing the same is posted and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted