

"THE COMPANIES ACT, 1948."



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance

with the requirements of the Companies Act, 1948, made pursuant to S. 15 (2) of the said

Act on behalf of a Company proposed to be registered as RUPERT

HOUSE SCHOOL

LIMITED
REGISTERED
24 JUL 1956

1 FRANK CLAUDE BOYTON COVELL

26 High Street, High Wycombe in the County of Buckingham

I do solemnly and sincerely declare that I am ^(*) a Solicitor of the
Supreme Court engaged in the formation

(*) Here insert
either "A Solicitor
of the Supreme
Court engaged in
the formation," or
"A person named
in the Articles of
Association
as a Director (or
Secretary) which-
ever the case."

of

RUPERT HOUSE SCHOOL

Limited,

and That all the requirements of the Companies Act, 1948. in respect of matters precedent
to the registration of the said Company and incidental thereto have been complied with.
And I make this solemn Declaration conscientiously believing the same to be true and by
virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at High Wycombe
in the County of Buckingham

the 26th day of July
one thousand nine hundred and fifty six
before me,

[Signature]
A Commissioner for Oaths.

J.B. [Signature]

Presented for registration by Bliss Sons & Covell & Co. Ltd. 26 High Street High Wycombe.
8, Bell Yard, Temple Bar, London, W.C.2. Bucks.

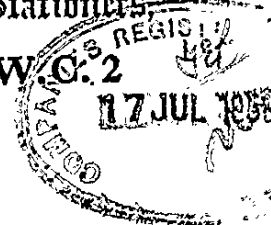
TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERTYNK, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers

8, Bell Yard, Temple Bar, London, W.C.2



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.

Memorandum of Association

REGISTERED

24 JUL 1956

OF

RUPERT HOUSE SCHOOL LIMITED

1. The Name of the Company (hereinafter called "the Association") is "RUPERT HOUSE SCHOOL LIMITED".

2. The Registered Office of the Association will be situate in England.

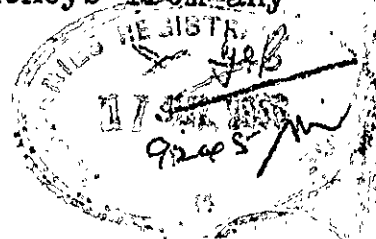
3. The Objects for which the Association is established are :-

(A) To acquire and take over as a going concern the School known as Rupert House School, Henley-on-Thames owned by Rupert House (Henley-on-Thames) Limited and for that purpose to acquire all or any of the shares in and debentures of the said Company and all or any of the assets thereof and to take over any of the liabilities in connection therewith.

(B) To establish and maintain at the said premises, and as an independent object to establish or acquire as a going concern and carry on or manage elsewhere, any subsidiary, affiliated or other schools for the education of girls, and if thought fit for the education of boys, in connection with the above-mentioned School, and to supply to such pupils instruction, together with physical, moral and religious training, but so that each such school shall be carried on as an educational charity.

(C) To receive and apply moneys payable under Deeds of Covenant, donations, endowments, legacies, subscriptions and any other moneys from any

SHAW & BLAKE, Ltd.
8, Ball Yard, Temple Bar,
LONDON, W.C.2.



persons desiring to promote the objects of the Association.

- (D) To grant pensions or retiring allowances to persons having served upon the staff of any school of the Association and their dependents.
- (E) To establish and found scholarships, exhibitions and bursaries.
- (F) Subject to the provisions of Section 14 of The Companies Act, 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (G) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (H) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to the attainment of its objects.
- (I) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (J) 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, but so that moneys subject, or representing property subject, to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (K) 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 in any way connected with the purposes of the Association or calculated to further its objects.
- (L) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education, 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 Managers or Trustees 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 Managers or Trustees 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, the Charity Commissioners or the Minister of Education over such Managers or Trustees, 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. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association 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 Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding Five per centum per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association; but so that no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of the Council or Governing Body, other than the headmistress, for his services as such Member, except repayment of out-of-pocket expenses.

5. The Liability of the Members is Limited.

6. Every Member of the Association undertakes to contribute to the assets of the Association, 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 Association contracted before he 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, such amount as may be required not exceeding One Pound.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, and after making provision for the continuance of any pensions granted and the grant of any further pensions authorised hereby which the Association may decide to grant, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to this provision, then to some charitable object.

WE, the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

Alfred Lewis Chick CHICK
Harpden Rice, Harpenden - on - Thames, Oxon.
Barren Circle Summit.

Noel Frederick Hall
Greenwich Italy at Home. College Principal.

Robert Adolph Wilton Torley
Javonia's Magazine Books
ACTOR.

Em Pauline Catherine. Zeltchach Park.
Married woman Henley-on-Thames.

Brian P. Schepert Shenandoah
Vice Admiral. Lewis Shipyard.

P. F. S. Warren Thorncliffe.

Engineer & Company Nicton Bargren, Berkshire

Diana Mary Mild Thavenot (married woman)
Old Bell Cottage, Wargrave, Berks

DATED the 15th day of May 1956.

WITNESS to the above Signatures :-

B. R. Chick

Harpden Rice

Married woman

Henley-on-Thames



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.

Articles of Association

OF

RUPERT HOUSE SCHOOL LIMITED

PRELIMINARY

1. In these Articles :-

"The Act" means The Companies Act, 1948.

"The Association" means the Company.

"The Seal" means the Common Seal of the Association.

"Secretary" means any person appointed to perform the duties of the Secretary of the Association.

"The United Kingdom" means Great Britain and Northern Ireland.

"The School" means the undertaking known as "Rupert House School," carried on at Henley-on-Thames in the County of Oxon, and any other school acquired by the Association, whether in place thereof or in addition thereto.

"The Council" means the Board of Governors for the time being of the Association.

Expression referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the

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same meaning as in the Act or any statutory modification thereof for the time being in force.

2. The Council shall forthwith take into consideration and if thought fit enter into an Agreement with Noel Frederick Hall, Ann Pauline Lady Rathcreedan and Sir Louis Chick to acquire from them their rights to purchase the shares in Rupert House (Henley-on-Thames) Limited conferred on them by an Agreement dated the day of July, 1956 and made between them of the one part and Reginald West Fovargue and Janet Densham of the other part. The Association is formed on the basis that the said Agreement between the Association and the said Noel Frederick Hall, Ann Pauline Lady Rathcreedan and Sir Louis Chick shall be entered into and that it shall be in the form of a draft subscribed for the purpose of identification by Frank Claude Boyton Covell Solicitor of the Supreme Court with or without such modifications as the Council may agree and every member of the Association present and future shall be deemed to have notice of the provisions of the said two Agreements including such modifications as aforesaid and to have assented to all the terms thereof.

MEMBERS

3. The number of Members with which the Association proposes to be registered is one hundred, but the Council may from time to time register an increase of Members.

4. The Subscribers to the Memorandum of Association and such other persons as the Council shall admit to Membership shall be Members of the Association.

5. No person other than a Subscriber to the Memorandum of Association shall be admitted to Membership of the Association except in accordance with the following regulations and conditions :-

- (1) Such person must be proposed for election by a Member of the Council and ten days' notice shall be given to the Members of the Council of the Meeting at which it is intended to propose such person for election, stating the object of the Meeting, the name and address of the person to be proposed and the name of the Member of the Council proposing such person.
- (2) Such person must sign and deliver to the Association an application for admission to Membership framed in such terms as the Council shall require.

In the event of such person being elected in accordance with the foregoing regulations he shall be entered as a Member of the Association on the Register.

6. A person shall cease to be a Member :-

- (A) If by notice in writing addressed to the Association he shall resign from Membership.

(B) If he shall die or become bankrupt.

(C) If he shall be removed from Membership in accordance with the next Clause hereof.

7. If the Council shall be of opinion that it is not in the interests of the Association that any Member shall continue to be a Member thereof, the Council may convene an Extraordinary General Meeting of the Association, and such Member may by vote of three fourths of the Members present and voting at such Meeting be removed from Membership of the Association and thereupon his name shall be removed from the Register, and he shall cease to be a Member and shall forfeit his interest and privileges in the Association.

GENERAL MEETINGS

8. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next: Provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. 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 132 of the Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a Meeting called 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 Association 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 it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of Meeting and, in case of special business, the general nature of that business and 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 as are, under the Articles of the Association, entitled to receive such notices from the Association: Provided that a Meeting of the Association 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 cent. of the total voting rights at that Meeting of all the Members.

12. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

VISITOR AND RELIGIOUS INSTRUCTION

13. The Council may invite, and on acceptance appoint, a Member of the Association in Holy Orders to be Visitor of the School. Such Visitor may hold office for such period as he is willing to act. He shall have power to settle such questions arising as to the internal management of the Association as may be referred to him by the Council. He shall be an ex-officio Member of the Council.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Council and Auditors, the election of Governors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the Auditors.

15. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, five Members present in person shall be a quorum.

16. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum.

17. ~~Subject to the provisions of Article 13 hereof~~
the Chairman, if any, of the Council shall preside as
Chairman at every General Meeting of the Association, or
if there is no such Chairman, or if he shall not be
present within fifteen minutes after the time appointed
for the holding of the Meeting or is unwilling to act
the Governors present shall elect one of their number to
be Chairman of the Meeting.

18. If at any Meeting ~~[neither the Visitor nor any~~
Governor is willing to act as Chairman, or if ~~neither the~~
~~Visitor nor any~~ Governor is present within fifteen minutes
after the time appointed for holding the Meeting, the
Members present shall choose one of their number to be
Chairman of the Meeting.

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 the
business left unfinished at the Meeting from which the
adjournment took place. When a Meeting is adjourned for
thirty days or more, notice of the adjourned Meeting
shall be given as in the case of an original Meeting.
Save as aforesaid it shall not be necessary to give any
notice of an adjournment or of the business to be
transacted at an adjourned Meeting.

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 on the declaration of the
result of a show of hands) demanded :-

- (A) by the Chairman; or
- (B) by at least three Members present in person or
by proxy; or
- (C) by any Member or Members 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.

Unless a poll be so demanded a declaration by the Chairman
that a resolution has on a show of hands been carried or
carried unanimously, or by a particular majority, or lost
and an entry to that effect in the book containing the
Minutes of proceedings 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 such resolution. The demand for a poll may
be withdrawn.

21. Except as provided in Article 23 hereof, if a
poll is duly demanded it shall be taken in such manner
as the Chairman directs, and the result of the poll shall
be deemed to be the resolution of the Meeting at which
the poll was demanded.

22. In the 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 second or casting vote.

23. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

24. 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

25. Every Member shall have one vote.

26. On a poll votes may be given either personally or by proxy.

27. No person shall act as a proxy at any General Meeting of the Association unless he is entitled on his own behalf to be present and vote at the Meeting at which he acts as proxy, and Sub-Section (1) of Section 136 of the Act shall not apply to the Association.

28. An instrument appointing a proxy shall be in writing under the hand of the appointor and shall be in the following form or a form as near thereto as circumstances admit :-

"RUPERT HOUSE SCHOOL LIMITED.

I, _____ of _____,
in the County of _____,
being a Member of the above-named Association,
hereby appoint _____,
of _____,
or failing him, _____,
of _____,
as my proxy to vote for me on my behalf at the
(Annual or Extraordinary, as the case may be) General
Meeting of the Association to be held on the _____
day of _____, 19____, and at any adjournment
thereof.

29. The instrument appointing a proxy shall be deposited at the Registered Office of the Association not less than forty-eight hours before the time 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.

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

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

31. Any corporation which is a Member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Association and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Association.

COUNCIL

32. The number of Governors and the names of the first Governors shall be determined in writing by the Subscribers of the Memorandum of Association or a majority of them.

33. The Board of Governors shall be known as "the Council" and they shall have, exercise and be subject to all the powers, duties, obligations and responsibilities imposed by law on Directors and any reference to Directors in any statute shall be construed as reference to Governors.

34. The Headmistress *or headmaster* for the time being of the School may be appointed a Member of the Council, but she shall not be entitled to vote as such Member in respect of any question affecting her salary or any other matter in which she is financially interested, and if she shall so vote her vote shall not be counted, nor shall she be reckoned for the purpose of constituting a quorum of the Council.

35. Each Member of the Council shall be paid out of the funds of the Association all out-of-pocket expenses in respect of travelling for each Meeting of the Council he shall attend, but save as aforesaid, the Members of the Council shall discharge their duties without remuneration.

36. So far as is permitted by Clause 4 of the Memorandum of Association, but not further or otherwise, the Council may award special remuneration out of the funds of the Association to any Member of the Council going or residing abroad in the interests of the Association or undertaking any work additional to that usually required of Members of the Council of a company or association similar to this.

BORROWING POWERS

37. The Council may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue Debentures, Debenture Stock and other securities,

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whether outright or as security for any debt, liability or obligation of the Association or of any third party.

POWERS AND DUTIES OF COUNCIL

38. The business of the Association shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid 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 that regulation had not been made.

39. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Governors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles), and for such period and subject to such conditions as they may think fit; and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

41. The Council shall cause Minutes to be made in books provided for the purpose :-

- (A) of all appointments of officers made by the Council;
- (B) of the names of the Governors present at each Meeting of the Council and of any committee of the Council;
- (C) of all resolutions and proceedings at all Meetings of the Association, and of the Council and of committees of the Council;

and every Governor present at any Meeting of the Council or committee of the Council shall sign his name in a book to be kept for that purpose.

42. Without prejudice to the generality of the powers conferred by Article 38 hereof it is hereby

expressly declared that the Council shall have the following powers, that is to say :-

- (A) to appoint and, at their discretion, remove or suspend such principals, masters, mistresses, managers, bursars, secretaries, officers, clerks, agents and servants as they may from time to time think fit and to invest them with such powers, including in the case of a principal, headmaster or headmistress, such powers to manage the School and to engage and dismiss staff as they may deem expedient;
- (B) in their discretion to make regulations whereby the donors to the Association of sums of money or subscriptions for any of the purposes of the Association shall have rights of nomination of pupils at the School with or without rights to reduction in school fees in respect of such rights of nomination and upon such terms and conditions as the Council may think fit;
- (C) when they think fit to admit at reduced fees pupils in the School, particularly in any exceptional or deserving cases;
- (D) from time to time to make all such regulations and bye-laws as they think proper with regard to :-
 - (i) the conduct of the schools;
 - (ii) the qualifications of masters, mistresses and pupils;
 - (iii) the school terms, vacations and fees.

DISQUALIFICATION OF GOVERNORS

43. The office of Governor shall be vacated if the Governor :-

- (A) without the consent of the Association in General Meeting holds any other office of profit under the Association except as a member of the teaching staff;
- (B) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (C) becomes prohibited from being a Governor by reason of any order made under Section 188 of the Act;
- (D) becomes of unsound mind;
- (E) resigns his office by notice in writing to the Association;
- (F) ceases to be a Governor by reason of Section 185 of the Act; or

(G) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 199 of the Act.

ROTATION OF GOVERNORS

44. At the first Annual General Meeting of the Association none of the Governors shall retire from office, and at the Annual General Meeting in every subsequent year one third of the Governors for the time being, or if their number is not three or a multiple of three, then the number nearest one third shall retire from office.

45. The Governors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

46. A retiring Governor shall be eligible for re-election.

47. The Association at the Meeting at which a Governor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Governor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such Meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Governor shall have been put to the Meeting and lost.

48. No person other than a Governor retiring at the Meeting shall unless recommended by the Council be eligible for election to the office of Governor at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the Meeting there shall have been left at the Registered Office of the Association notice in writing signed by a Member duly qualified to attend and vote at the Meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

49. The Association may from time to time by Ordinary Resolution increase or reduce the number of Governors, and may also determine in what rotation the increased or reduced number is to go out of office.

50. The Council shall have power at any time, and from time to time, to appoint any person to be a Governor, either to fill a casual vacancy or as an addition to the existing Governors, but so that the total number of Governors shall not at any time exceed the number fixed in accordance with these Articles. Any Governor so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in

determining the Governors who are to retire by rotation at such Meeting.

51. The Association may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Governor. Such removal shall be without prejudice to any claim such Governor may have for damages for breach of any contract of service between him and the Association.

52. The Association may by Ordinary Resolution appoint another person in place of a Governor removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 50 the Association in General Meeting may appoint any person to be a Governor either to fill a casual vacancy or as an additional Governor. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

PROCEEDINGS OF GOVERNORS

53. The Council may meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit. Questions arising at any Meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Governor may, and the Secretary on the requisition of a Governor shall at any time summon a Meeting of the Council. It shall not be necessary to give notice of a Meeting of the Council to any Governor for the time being absent from the United Kingdom.

54. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be three.

55. The continuing Governors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of Governors, the continuing Governors or Governor may act for the purpose of increasing the number of Governors to that number, or of summoning a General Meeting of the Association, but for no other purpose.

56. The Council may elect a Chairman of their Meetings and determine the period for which he is to hold office, but, if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Governors present may choose one of their number to be Chairman of the Meeting.

57. The Council may delegate any of their powers to committees consisting of such Member or Members of their

body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

58. A committee may elect a Chairman of its Meetings; if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the Meeting.

59. A committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the Members present and in the case of an equality of votes the Chairman shall have a second or casting vote.

60. All acts done by any Meeting of the Council or of a Committee of the Council or by any person acting as a Governor shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Governor 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 and was qualified to be a Governor.

61. A resolution in writing, signed by all the Governors for the time being entitled to receive notice of a Meeting of the Council, shall be as valid and effectual as if it had been passed at a Meeting of the Council duly convened and held.

GOVERNOR'S CONTRACTS

62. Subject to making such disclosure as is required by Section 199 of the Act a Governor may enter into any contract or arrangement with the Association as if he were not a Governor. No Governor shall vote at any Meeting of the Council in respect of any contract or arrangement in which he is interested, and if he shall so vote his vote shall not be counted nor shall he be reckoned in estimating a quorum of the Governors.

SECRETARY

63. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

64. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Governor and the Secretary shall not be satisfied by its being done by or to the same person acting both as Governor and as, or in the place of, the Secretary.

THE SEAL

65. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a committee of the Council authorised

by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor or by some other person appointed by the Council for this purpose.

PENSION FUND

66. The Council may, if they think fit, establish a Pension Fund for the purpose of providing pensions for such employees of the Association and their dependents as the Council may in their discretion think fit and upon such terms and conditions as they may decide, and notwithstanding that there may be some other fund from which such employee or his or her dependents may be entitled to receive a pension, and may make such contributions to the fund out of the moneys of the Association as they may think fit.

ACCOUNTS

67. The Council shall cause proper books of account to be kept with respect to:—

- (A) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (B) all sales and purchases of goods by the Association; and
- (C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

68. The books of account shall be kept at the Registered Office of the Association, or, subject to Section 147 of the Act, at such other place or places as the Council think fit, and shall always be open to the inspection of the Governors.

69. 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 accounts and books of the Association or any of them shall be open to the inspection of Members not being Governors, and no Member (not being a Governor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

70. The Council shall from time to time, in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the Meeting be sent to every Member of, and every holder of Debentures of, the Association: Provided that this Article shall not require a copy of those documents to be sent to a ~~Member of the Association who is not entitled to receive notice of General Meetings or to a Debenture holder who is not so entitled or~~ to any person of whose address the Association is not aware or to more than one of the joint holders of any Debentures.

AUDIT

72. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

73. A notice may be given by the Association to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a Meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

74. Notice of every General Meeting shall be given in any manner hereinbefore authorised to :-

(A) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;

(B) the Auditor for the time being of the Association.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

75. Clause 7 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAME

DATE

WITN

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

Agnes Maria Chinn
Warriston Rise, Henley-on-Thames, Oxford.
Review Civil Service.

Moel Indruch Wallace
Greenlads - Italy a Thos. College Road

Barry Adolph with Nelly
Jaume Nungwee Berls
ACTOR.

Jan Pauline Catherine *Belkatch Park.*

Henley-on-Thames. Oxon. Married woman.

Brum. B. Shepherd *Vice Admiral*
Phenaculous.
Lower Ship Lake.

P. F. B. Casson *Thorncliffe.*

Engineer & Company Director. Wargrave, Berkshire.

Martha *Miss Thavenot (married woman)*
Old Mill Cottage, Wargrave, Berks.

DATED the 15th day of *June* 1956.

WITNESS to the above Signatures :-

B. R. Chirk *Harpsden Rise* *Married woman*
Henley-on-Thames

DUPLICATE FOR THE FILE

No. 569365



Certificate of Incorporation

I Hereby Certify That

RUPERT HOUSE SCHOOL LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **Twenty-fourth** day of

July One Thousand Nine Hundred and Fifty **six.**

L. B. Langford
Registrar of Companies

Certificate
received by

Date

24/7/56