

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
COBHAM HALL
(686707)

SATURDAY



1. The name of the Company is Cobham Hall.
2. The registered office of the Company is to be situated in England.
3. The Object for which the Company is established is to advance the education of individuals from the United Kingdom and overseas through the establishment and maintenance of one or more schools in England and Wales, and in particular (but without prejudice to the generality of the foregoing) to maintain and carry on the girls' school known as Cobham Hall.
4. In furtherance of the above objects but not otherwise the Company shall have the following powers:-
 - (i) To establish, support or aid in the establishment and support of any charitable associations or institutions established for similar purposes and other organisations or institutions provided and to the extent that their activities are similar to the objects of the Company and to subscribe monies for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
 - (ii) To solicit, receive and accept subscriptions, financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of money, rents, hereditaments and other property whatsoever, real or personal, whether subject or not to any specific charitable trusts or conditions.
 - (iii) Subject to such consents as may be required by law to purchase, take on lease or in exchange, hire or otherwise acquire and to hold, manage, develop, sell, dispose of lease or deal in any way with any real or personal property and any interest therein.
 - (iv) Subject to such consents as may be required by law to borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner and on such terms and conditions as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company.

(v) To undertake, execute and perform any charitable trusts or conditions affecting any property of any description of the Company whether acquired by gift or otherwise.

(vi) To invest funds of the Company not immediately required for its purpose in or upon such investments, securities or property as it may think 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.

(vii) To grant, continue and pay such salaries, pensions, gratuities or other sums in respect of services rendered to the Company as may from time to time be thought proper, and to establish pension funds or charitable arrangements of any kind whatsoever for persons employed at any time by the Company and their widows and dependants.

(viii) To promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions.

(ix) To make grants by way of scholarships, exhibitions, bursaries or otherwise to pupils or intending pupils of Cobham Hall and to students and others engaged in academic or other study or research whether or not at institutes of learning.

(x) To consult, co-operate and enter into arrangements with any authorities, national, local or otherwise and to obtain from any such authorities any rights, privileges and concessions.

(xi) To employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company.

(xii) To provide advisory services and centres for information and documentation for the use of persons interested in the objects of the Company.

(xiii) To prepare, edit, print, publish, issue, acquire, circulate, and distribute books, pamphlets, papers, periodicals and other literary material, pictures, prints, photography, films, sound recordings and mechanical and other models and equipment, and to establish, form, promote, conduct, and maintain public collection, displays and exhibitions of literature, statistics, charts, information and other material.

(xiv) Subject to such consents as may be required by law to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the Company, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same.

(xv) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company.

(xvi) To promote and incorporate or to join in the promotion or incorporation of any charitable company with limited or unlimited liability for the purpose of carrying out any object which the Company itself could carry out and to subscribe for or otherwise acquire the shares, stock or other securities of such company or to lend money to such company on such terms as may be thought fit.

(xvii) To do all such other lawful things as are necessary for the attainment of the said objects or any of them.

Provided always that:-

- (a) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (b) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or their successors, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.
 - (c) The Company 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 Company would make it a Trade Union.
 - (d) No amendments which would fundamentally change the objects and powers of the Company shall be made to or in the provisions of this Memorandum of Association unless previously approved by the Charity Commissioners for England and Wales or their successors.
5. Notwithstanding the incorporation of the Company the following provisions shall apply to any property held by the Company which shall be subject to the jurisdiction of the Charity Commissioners for England and Wales or their successors (hereinafter referred to in this Memorandum as "the appropriate authority"):-
- (a) The members for the time being of the Governing Body of the Company (hereinafter referred to in this Memorandum as "Governors") shall be chargeable for any such property that may come into their hands and shall be answerable and accountable to the appropriate authority 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 Governors have been if no incorporation had been effected.
 - (b) The control or authority exercisable by the Chancery Division of the High Court and by the appropriate authority over the Governors shall not be diminished or impaired by the incorporation of the Company but such control and authority shall apply as if no incorporation had been effected.
6. The income and property of the Company, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company and no Governor shall be appointed to any paid office of the Company and no remuneration or other benefit in money or money's worth shall be given by the Company to any Governor, provided that:-
- (a) Governors may be reimbursed any reasonable and proper out-of-pocket expenses incurred by them in connection with their attendance to any matter affecting the Company.
 - (b) Governors and members of the Company may be paid interest upon money lent by them to the Company at a rate not exceeding two per cent per annum less than the base lending rate for the time being of the Company's bankers.
 - (c) Governors and members of the Company may be paid a reasonable and proper rent for premises leased or let by them to the Company.
 - (d) Reasonable and proper remuneration may be paid to any officer or member of the staff of the Company not being a Governor.

- (e) Payment may be made by the Company to any company entitled thereto notwithstanding that a Governor or member of the Company may hold not more than one hundredth part of the capital of such company and such Governor or member shall not be bound to account for any share of the profits he may receive in respect of such payment.
 - (f) The payment of any premium in respect of any indemnity insurance to cover the liability of the Governors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Governors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not. Provided in each case that no Governor shall be entitled to vote upon any Resolution providing for or relating to any sum payable to him.
7. The liability of the members is limited.
 8. 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 adjustment of the rights of the contributories among themselves such amount as may be required not exceeding One Pound.
 9. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of clause 5 hereof, such institution or 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 such provision, then to some charitable object.

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
COBHAM HALL
(adopted by special resolution passed on 11th June 2013)
(686707)

INTERPRETATION

1. In these regulations:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the Company.

"clear days" in relation to the period of a 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.

"the Governors" means the directors of the Company.

"executed" includes any form of execution.

"office" means the registered office of the Company.

"School" means the girls' school known as Cobham Hall.

"the seal" means the common seal of the Company.

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

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

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

MEMBERS

2. The members of the Company shall be the persons who are for the time being the Governors. A person's consent to act as a Governor shall be deemed to be his agreement to be a member.
3. A member shall withdraw from the Company on ceasing to be a Governor. Membership shall not be transferable.

GENERAL MEETINGS

4. All general meetings other than annual general meetings shall be called extraordinary general meetings.
5. The Governors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Governors to call a general meeting, any Governor may do so.

NOTICE OF GENERAL MEETINGS

6. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-
 - (a) in the case of an 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 being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the auditors.

7. 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.

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum.
9. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Governors 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.
10. The chairman of the Governors shall preside as chairman of the meeting but if there is no such chairman or if the chairman is unwilling to preside or is not present within 15 minutes after the time appointed for the meeting the deputy chairman shall be entitled to preside. If there is no chairman or deputy chairman or if at any meeting neither the chairman nor deputy chairman is present within such five minutes, or being present is unwilling to act the members present shall appoint one of their members to be chairman of the meeting.

11. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
12. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;and a demand by a person as proxy for a member shall be the same as a demand by the member.
13. *Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.*
14. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
15. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
17. 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 either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
18. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

20. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
21. 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.
22. An instrument appointing a proxy shall be in any usual or common form or any other form which the Governors may from time to time approve.
23. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Governors may:-
 - (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Governor.

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

24. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF COUNCIL MEMBERS

25. Unless otherwise determined by ordinary resolution, the number of Council Members shall not be subject to any maximum but shall be not less than five.

APPOINTMENT OF GOVERNORS

26. Notwithstanding Article 31, Governors shall be appointed at a general meeting.
27. No person may be nominated for appointment as a Governor at any general meeting unless their nomination is approved by two-thirds of the Governors at a quorate meeting of the Board of Governors.
28. A Governor shall serve a term of five years from the date of the general meeting in which he or she was nominated for appointment. Upon the expiry of the five year term the Governor shall retire, but subject to Article 27 a retiring Governor shall be eligible for re-election for a further term of five years at the next general meeting.

29. 'No longer in use.'

30. The Governors may from time to time, appoint any person to be a Governor, either to fill a casual vacancy or as an addition to the Board of Governors by approval of two-thirds of the Governors at a quorate meeting of the Board of Governors. The appointment of Governors pursuant to this Article 30 shall be on such terms and for such periods of time as the Board of Governors may determine. In making such appointments and setting such terms of appointment the Governors shall have due regard to best practice following any guidance or requirements of the Charity Commission at the time of appointment.

POWERS OF GOVERNORS

31. Subject to the provisions of the Act and to the memorandum and the articles, the business of the Company shall be managed by the Governors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Governors by the articles and a meeting of Governors at which a quorum is present may exercise all powers exercisable by the Governors.
32. The Governors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
33. The Governors shall appoint any may dismiss the Headmistress and the Bursar.
34. Subject to the policies and directives of the Governors, the Headmistress shall have under her control the admission, suspension and expulsion of pupils, the arrangement of staff, the method of teaching, the arrangement of classes and school hours, and generally the whole internal organisation, management and discipline of the School, and shall have authority over all pupils attending the same in all places and at all times during the School terms.

DELEGATION OF THE GOVERNORS' POWERS

35. The Governors may delegate any of their powers to any committee consisting of one or more Governors and/or such other persons as they think fit. Any such delegation may be made subject to any conditions the Governors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of the Governors so far as they are capable of applying. The acts and proceedings of any committee shall be reported to the Governors as soon as possible.

VACATION OF OFFICE AS GOVERNORS

36. A Governor shall cease to hold office if:-
- (a) he ceases to be a Governor by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

- (ii) *an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or*

(d) *he resigns his office by notice to the Company.*

GOVERNORS' EXPENSES

- 37. The Governors may be paid any reasonable and proper out-of-pocket expenses properly incurred by them in the performance of their duties or otherwise in connection with the affairs of the Company.

REMOVAL OF GOVERNOR

- 38. The Governors may by two-thirds of the vote at a meeting of the Board of Governors, of which notice of the removal was given at the same time as notice of the meeting, remove any Governor before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Company and such Governor.

PROCEEDINGS OF THE GOVERNORS

- 39. Subject to the provisions of the articles, the Governors may regulate their proceedings as they think fit. A Governor may, and the secretary at the request of a Governor shall, call a meeting of the Governors. It shall not be necessary to give notice of a meeting to a Governor who is absent from the United Kingdom. Questions arising at a 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.
- 40. The quorum for the transaction of the business of the Governors may be fixed by the Governors and unless so fixed at any other number shall be five.
- 41. The continuing Governors may act notwithstanding any vacancies in their number, but, if the number of Governors is less than the number fixed as the quorum, the continuing Governors may act only for the purpose of filling vacancies.
- 42. The Governors may from time to time appoint one of their body to the office of Chairman and up to two of their body to the office of Deputy Chairman for such period and on such terms as they think fit, providing that no appointment shall exceed three years and, subject to the terms of any agreement entered into in any particular case, the Governors may revoke such appointment.
- 43. At the end of their initial term as Chairman or Deputy Chairman a retiring Chairman or Deputy Chairman shall be eligible for re-election to the office of Chairman or Deputy Chairman for one further term only. No person may hold office as the Chairman or Deputy Chairman for more than two consecutive terms.
- 44. Appointments to and removals from the office of Chairman and the office of Deputy Chairman shall be determined by the approval of two-thirds of the Governors at quorate meetings of the Board of Governors. No Governor standing for appointment or removal shall vote in or count towards the quorum of such meeting.
- 45. The Chairman shall preside at all meeting of the Board of Governors at which he or she is present. If the Chairman is unable to preside or is not present within five minutes after the time

appointed for the meeting, the Deputy Chairman shall preside. If the Deputy Chairman is not present, the Governors present may appoint one of their number to chair the meeting.

SECRETARY

46. Subject to the provisions of the Act, the secretary shall be appointed by the Governors 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.

MINUTES

47. The Governors shall cause minutes to be made in books kept for the purpose:-
- (a) of all appointments of officers made by the Governors; and
 - (b) of all proceedings at meetings of the Company, and of the Governors, and of committees of the Governors, including the names of the Governors present at each such meeting.

PATRON

48. The Governors may from time to time invite any person whose patronage would in their opinion confer a benefit upon the School to become its Patron. Any person who accepts the position of Patron shall hold that position unless he relinquishes it by written notice to the Company or until the Governors decide to terminate the appointment. The Patron shall not be a Governor and shall have none of the responsibilities or powers of a Governor but the Company shall have the right to announce that the School is under his patronage in any letters, prospectuses, announcement or similar publications.

THE SEAL

49. The seal shall only be used by the authority of the Governors or of a committee of Governors authorised by the Governors. The Governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Governor and by the secretary or by a second Governor.

ACCOUNTS

50. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Governors or by ordinary resolution of the Company.

NOTICES

51. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Governors or of a committee of the Governors need not be in writing.
52. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
53. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

54. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

55. (a) Subject to the provisions of the Act every Governor or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

(b) The Governors may provide indemnity insurance to cover the liability of the Governors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company. Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Governors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

WINDING UP

56. Clause 8 of the Memorandum of Association of the Company relating to the winding up or dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.