



THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the Name of the Company.

MACINTYRE SCHOOLS

LIMITED

15 DEC 1966

Presented by

Wilkiwson Hower Light Pur STATIONERY SOUTH LIGHT Pur 14 Bedford Street JOMPANY DEPARTMENT

London. W.C.2.



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

nen 1966

acros	
not be written	
be	
not	
must not	
and	
binding	
for 1	
is reserved	
ż	
margin	
- Tits	
Note.	

	J, RELIEF GORDA DOULTON	
	of 14 Redford Street, Strand, London, V.C.2.	
(a) Here insert: "A Solicitor of the "Supreme Court" (or in Scolland "a Solicitor")" engaged "in the formation" "A person named "in the Articles of "Association as a "Director or "Secretary".		
	,	
	Do solemnly and sincerely declare that I am (4) a Solicitor	
	of the Supreme Court engaged in the formation of	
	of	
	MACINTYRE SCHOOLS 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 25, Sauly ample 5 hear		
London. W.C.2.		
72.4.4	Recember K.G. Johnson	
the day of source		
one thousand	nine hundred and sixty-six	

Before me, 18 Al Keff was

Companies Actowastics REGISTRATION

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

894054/

pub Guend Memorandum of Association

OF

MACINTYRE SCHOOLS LIMITED

- 1. The name of the Company (hereinafter called "the Association") is "MacIntyre Schools Limited."
- 2. The registered office of the Association will be situate in England.
- 3. The object for which the Association is established is the relief of persons who are physically handicapped or mentally handicapped and in furtherance of this object and for no other purpose.
 - (A) To establish residential and day schools for physically handicapped and educationally retarded children, to provide special treatment and vocational training for such children, and to provide, promote and encourage the after care of students, scholars and patients. To co-operate in every possible manner with the local and public authorities in all matters relating to the progress, education and development of the children, and to join with such authorities and others having similar objects in all kinds of research and exchange of information. To print and publish any circulars or other literature relating to the welfare, treatment and education of physically handicapped and educationally retarded persons.

(B) 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.

(c) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as would further the promotion of its objects.

THE SOLICITORS LAW
STATIONERY SOCIETY LIMITED
GOMPANY REPARTMENT



REGISTERED

(D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be necessary to its objects.

(E) To borrow or raise money for the purposes of the Association on such terms and on such security as

may be determined from time to time.

(F) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (G) 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.
- (H) To do all such other things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any charitable trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) 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.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but

3

they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whence-soever 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 6 per cent. 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 member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management 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 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 £5.
- 7. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other charitable institution or institutions having charitable 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 charitable 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 such provision, then to some charitable object.

Met 60

sti

โร

y Y

n le

y

y n ie

y y

1e

у

e

s,

16

er

ch

ve

ae

sh

y

or

er nt **Q**/

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS Robert Manager Word. Calif. W. 13.

Property Manager.

Painch Francis Kinny
65 Eleham Park Sardens, London S. F. 9 Staff hourges Grandleigh, Brin Hill, Purley, Summer H. Haskell. 43 chinney Hill, Birthers Stortford Hects. Lecture Inst. of Educ. Univ. & Landon. Tree bottage, trotts have, Westerham, Hest, le Assource Manage. Brin H. Rimm. H.D., D.P.M. Queen Harg's Hospital for Children. - Canshalton - Surry . Canshitaix Psychicalize FELIX ED WARDSON . S.R.N. R.M.P.A. R.N.M.S. A.M. X. P. H. PRINCIPAL NUMBE TUTOR. 24. SELWYN RUAD NEW MALDEN. SURREY. Dated this 1 day of December, 1966. K. Newton Wright Witness to the above Signatures— Humbon wenter

Venilworth Court
Lower Richard Road
Rutney Sw 15

Arume Representative

894054

The Companies Act, 1948



COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

REGISTERED 15 DEC1966

MACINTYRE SCHOOLS LIMITED

GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

Words

MEANINGS

The Act ..

The Companies Act, 1948.

These presents

These Articles of Association, and the regulations of the Association from time to

time in force.

The Association ...

The above-named Company.

The Council

The Council of Management for the time

being of the Association.

The Office

The registered office of the Association.

The Seal ..

The common seal of the Association.

The United

Kingdom

Great Britain and Northern Ireland.

Month

Calendar month.

In writing

Written, printed or lithographed, or partly one and partly another, and other modes

of representing or reproducing words in a

visible form.

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

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

Words importing persons shall include corporations.

t

36. H

_

Ć

.1

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these preserts become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is seven, but the Council may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Association is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

GENERAL MEETINGS.

- 6. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

- 8. The Council may whenever they determine from time to time 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.
- Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may determine from time to time.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

- at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.
- 13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 14. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
- 15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members

n

d

11

le

d

ιđ

 \mathbf{n}

ry id fy

ŗy

re

ıg n

as

ts

al

to

a-

sias

of

to

ng

rÿ

ed

 $\mathbf{a}\mathbf{y}$

he

n-

re ch

he

ch

of

be

 \mathbf{m}



present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

- 17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or easting vote.
- 20. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

0

VOTES OF MEMBERS.

- 21. Subject as hereinafter provided, every member shall have one vote.
- 22 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
- 23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.
- 24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- 25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person

named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve menths from the date of its execution.

- 26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

"MACINTYRE SCHOOLS LIMITED.

"I,
" of
" a member of MacIntyre Schools Limited, hereby
" appoint
" of
" and failing him,
" of
" to vote for me and on my behalf at the [Annual
" or Extraordinary, or Adjourned, as the case may
" be] General Meeting of the Association to be held
" on the day of
" and at every adjournment thereof.

" As witness my hand this day of 19."

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

COUNCIL OF MANAGEMENT.

- 28. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than five nor more than twenty.
- 29. The first members of the Council shall be the subscribers to the Memorandum of Association.
- 30. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

of ote on od, lot

tes nd

ho

be nd all she

of led

au

ice the

ıall

ıan

ion the to

оху

by oxy n a sed

Lct.

ing sed non icer

of of the ted

31. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL.

- 32. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- 33. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY.

34. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may determine from time to time, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL.

35. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

36. The office of a member of the Council shall be vacated—

 (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

€ €

, () ,

> اراً فرز

> > THE BEAT OF THE PROPERTY OF TH

hall the

by and ccise the the ents ents,

and

not may

t no

shall

(3)

y act ways be or ribed them ns to their other

il for they binted at 179 from eputy of the ble of

o any ouncil, oil and il sign their a fide clusive

ncil. ated makes editors.

- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association,
- (D) If by notice in writing to the Association he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (G) If he ceases to be a member by virtue of section 185 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL.

- 37. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
- 38. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
- 39. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member 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 member shall have been put to the meeting and lost.
- 40. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present 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 the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
- 41. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 42. In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Extraordinary

Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL.

- 43. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or easting vote.
- 44. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 45. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
- 46. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
- 47. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
- 48. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

- 49. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 50. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS.

- 51. 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 such receipts and expenditure take 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 affairs of the Association and to explain its transactions.

- 52. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
- 53. 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 anembers not being members of the Council, and no member (not being a member of the Council) 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.
- shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time

r

s

đ

being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sert to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

AUDIT.

- 55. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 56. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES.

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

DISSOLUTION.

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

Cobole Hawley Wright.
6. Monteque Load. Ealing. W. 13. Troputy Manager. Painek Francis Kinna 65 Elcham Park Jardens, London, S. F. 9 Staff harage hardleigh, Bria Hill, Porley, Surry . Simon W. Haskell, Birhap's Start for Hecks. Lecturer, Inst. & Edne. Univ. & hand on. Michael John Bedy, with here, Westerham Kent, hipo asserance Manages. Brin A. Kirman M.D., D.P.M. Queen May's flostil for Children. Consultant. Surrey. Consultant Psychiatrist.
F. EDWARDSON. S.R.N. R.M.P.A. R.N.M.S. A.M. I.P.H.H. 24. SELDYN ROAD, NEW MALDEN SURREY. PRINCIPAL NURSE TUTOR.

Dated this port day of December, 1966.
Witness to the above Signatures— Member Court

Court Richard Road

Putney SW 15

DUPLICATE FOR THE FILE.

No.

894054



Certificate of Incorporation

I Hereby Certify that

MACINTYRE SCHOOLS LIMITED

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

Given under my hand at London this FIFTEENTH DAY OF DECEMBER' L's Whispield ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

Assistant Registrar of Companies.

and the company of th

Certificate received by

THE EN CITORS LAW STATIOLERY JOIETY LIMITED, OYEZ HOUSE, ESPANS CUILDINGS, LONGON, ESPANS CONTRACTOR

15 DEC 1968

DISSOLVED

894054

0

MACINTYRE SCHOOLS LIMITED

This Company was dissolved under Section 353(5) of the Companies Act, 1948, by notice in the London Gazette dated 1 9 JUN 1973

(R.W. WESTLEY)

Registrar



Companies Registration Office Companies House 55-71 City Road London EC1Y 18B

Telephone 01-253 9393 ext

259

THE SECRETARY

MACINTYRE SCHOOLS LIMITED

27.LENTON CLOSE,

BRAMPTON,
HUMTINGDON.

Please reply to The Registrat
Your reference

Our reference GAZ list 2992

D24/

894054

Date _ 9 MAR 1973

Dear Sir/Madam

I hereby give notice under section 353(3) of the Companies Act, 1948, that after three months from the date of this letter, the name of your company will be struck off the register and the company will be dissolved unless objections are received in this office from persons interested.

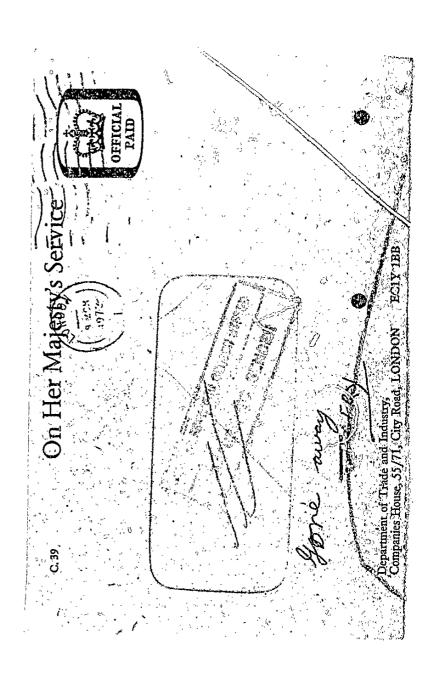
Should objections be received dissolution action will be suspended until they have been resolved, after which it will proceed. Previous correspondence with the secretary of the company refers.

Yours faithfully

S. PHILLIPS (MISS)

for Registrar

OS OFFICE





COMPANIES REGISTRATION OFFICE Companies House, 55-71 City Road, London, E.C.1. Telephone: 01-253 9393, Ext. 334

Machine Behools Nachhire Behools 1, Kenilworth Bourt, Lawer Richmond Rosel, Leutney, London S. W. K.

Please address any reply to THE PEGISTRAR

and juote: CD2/894-054:

27 APR 1972

RECORDED DELIVERY

Dear Sir/Madam,

Mac Intime Schools Limited

No reply has as yet been received and accordingly I have to inform you that unless a reply (accompanied, if the company wishes to remain in existence, by the annual returns and fees) is received within one month of the date of this latter a notice will be published in the London Gazette with a view to removing the company from the register.

Yours faithfully

⊕ B. HARNESS (MRS.)

for Registrar

CD2

"Dear Sir,

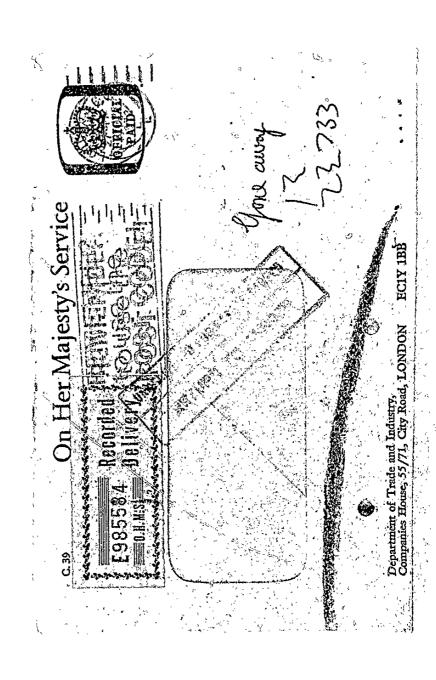
However, if your company wishes to remain in existence you should, within one month of the date of this letter, write to the Registrar confirming that this is the case and enclosing all the outstanding annual returns together with the appropriate registration fee of £3 on each.

Yours faithfully

for Registrar"

\J.

 \bigcirc



894054 8

n 019/

0.1 of 1

IN THE PETEBOROUGH COUNTY COURT

IN THE MATTER OF MACINTYRE SCHOOLS LIMITED

AND

IN THE MATTER OF THE COMPANIES ACTS 1948 to 1967
BETWEEN

MACINTYRE SCHOOLS LIMITED

and

THEO CROSBY

Petitioners

and

THE REGISTRAR OF COMPANIES

Respondent

UPON THE PETITION of the above-named MACINTYRE SCHOOLS LIMITED and of THEO CROSBY of 61 North Wharf Road London W2 1LA Director and a member of the said Company on the 22nd day of May 1974 preferred unto this Court

AND UPON HEARING the Solicitor for the Petitioners

AND UPON READING the said Petition the Affidavit of the said Theo Crosby
filed on the 9th day of April 1974 and the Affidavit of Charles George
Stephen Smith filed on the 2nd day of May 1974 and the exhibit of the
said Affidavit of Charles George Stephen Smith

AND there being no opposition on behalf of Her Majesty to the relief
sought by the said Petition as appears from the said Affidavit of the
said Charles George Stephen Smith and the exhibit thereto
AND the Petitioners by their Solicitor undertaking within one month of
the restoration of the name of the above-named Company to the Register
of Companies:-

- (i) to forward to the Registrar of Companies as required by Sections
 124 and 126 of the above-mentioned Act a copy of the Annual Return
 of the said Company for each of the years 1969 1970 1971 1972 and
 1973 together with the documents annexed thereto as required by
 Section 127 of the said Act
- (ii) To send to the Registrar of Companies in Form No. 9A in The Companies (Forms) Order 1949 as required by Section 200 of the said Act a notification of any changes among the Directors of the said Company or its Secretary or in their particulars contained in

1/3

, F its register of directors and secretaries specifying the date of the change

(iii) to give to the Registrar of Companies as required by Section 107 of the said Act a notice of any change in the situation of the Registered Office of the said Company .

THIS COURT DOTH ORDER that the name of the above-named MACINTYRE SCHOOLS
LIMITED be restored to the Register of Companies
AND IT IS ORDERED that an office copy of this Order be delivered to the

Registrar of Companies and pursuant to the above-mentioned Act the said MACINTYRE SCHOOLS LIMITED is thereupon to be deemed to have continued in existence as if it had not been struck off

AND IT IS ORDERED that the Registrar of Companies do advertise this Order in his official name in the "London Gazette"

AND IT IS ORDERED that the Petitioners the said MACINTYRE SCHOOLS LIMITED and THEO CROSBY do pay to the Registrar of Companies his costs of the said Petition

DATED this

22nd day of

1974

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

GROUP 'A'

MR. REGISTRAR BERKELEY

FRIDAY the 30th day of AUGUST 1974

IN THE MATTER of MACINTYRE SCHOOLS LIMITED

- and -

IN THE MATTER of THE COMPANIES ACT 1948

UPON THE APPLICATION by Originating Summons dated the 21st August 1974 of the above-named Macintyre Schools Limited whose registered office is situate at Westoning Manor, Westoning, Bedfordshire

AND UPON HEARING the Solicitors for the Applicant

AND UPON READING the said Originating Summons the Affidavit of Coralie Mary Steel and the Affidavit of Donald Yelland both filed the 28th August 1974 and the Memorandum of Deposit hereinafter mentioned

AND THE COURT being satisfied that the omission to deliver to the Registrar of Companies pursuant to Section 95 of the above mentioned Act the Memorandum of Deposit hereinafter mentioned together with the prescribed Particulars thereof was due to inadvertence and that it is just and equitable to grant relief DOTH pursuant to Section 101 of the said Act ORDER that the time for delivering to the Registrar of Companies for registration the

Memorandum of Deposit dated the 3rd July 1974 (whereby the Applicant deposited with Guinness Mahon & Co. Limited the deeds and documents relating to the freehold property known as Westoning Manor Westoning Bedfordshire by way of charge of such property to secure all monies owed by the Applicant to the said Guinness Mahon & Co. Limited and interest as therein mentioned together with the prescribed Particulars thereof be and the same is hereby extended to the 20th day of September 1974

M.B. REGR.

AND IT IS ORDERED that the Applicant do deliver an Office Copy of this Order to the Registrar of Companies

AND THIS ORDER is without prejudice to the rights of any person acquired during the period between the date of the creation of the said Memorandum of Deposit and the date of its actual registration

MAURICE BERKELEY

REGISTRAR





Companies Registration Office

Companies House 55-71 City Road London EC1Y 18B

259 Telephone 01-253 9393 ext

THE SECRETARY MACINTYRE SCHOOLS LIMITED 27, LENTON CLOSE, BRAMPTON, HUNTINGDON.

Please reply to The Registrer Your reference

GAZ list 2992 Our reference

D24/ 894054

-9 MAR 1973 Date

Dear Sir/Madam

I hereby give notice under section 353(3) of the Companies Act, 1948, that after three months from the date of this letter, the name of your company will be struck off the register and the company will be dissolved unless objections are received in this office from persons interested. Should objections be received dissolution action will be suspended until they have been resolved, after which it will proceed. Previous correspondence with the secretary of the company refers.

Yours faithfully

S. PHILLIPS (MISS)

for Registrar

No. 894054 /37

THE COMPANIES ACTS 1948 - 1967

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION
of
MACINTYRE SCHOOLS LIMITED

(Passed 26th April, 1976)

At the Annual General Meeting of MacIntyre Schools Limited convened and held on 26th April, 1976 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That Article 12 of the Articles of Association of the Company be amended by deleting the word "seven" from line 3 and substituting therefor the word "four" and inserting the words "or by proxy" in line 4 between the words "present" and "shall".

Secretary

COMPANIES RECLIRATION
2 5 MAY 1976
10 OFFICE 10

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL 894054 Memorandum of Association MACINTYRE SCHOOLS LIMITED (3) i 0 1. The name of the Company (hereinafter called "tho Association ") is " MACINTYRE SCHOOLS LIMITED." 2. The registered office of the Association will be situate in Eugland. 3. The object for which the Association is established is the relief of persons who are physically handicapped or mentally handicapped and in furtherance of this object and for no other names. (A) To establish residential and day schools for physically handicapped and concationally retarded children, to provide special to threat and vocational training for such children, and to provide, promote and encourage the atter case of students, scholars and patients. To cooperate in every possible manner with the local and public authorities in all matters relating to the progess, chication and development of the children, and to join with such authorities, and others having sinitar objects in all kinds of research and exchange of internation. To print and publish any circulars or other literature relating to the welfare, treatment and education of physically handicapped and educationally retarded persons. purpose. HER TERES 15 DEC 1953 (n) To purchase, take on tense or in exchange, hite or otherwise acquire any teal or personal property and any rights or privileges which the Association may think necessary or convenient for the proportion of its objects, and to construct, maintain and alter any buildings or exections necessary or convenient for the work of the Association. (c) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as would further the premotion of its Ø ovjeets.

O

THE EMPEROR OF A STATEOFERY EOSICTY CHATLE tentalist kildrig



- (p) To uncertain and execute any charitable trusts which may lawfully be undertaken by the Association and may be necessary to its objects.
- (E) To horrow or raise money for the purposes of the Association on such terms and on such secu. by as may be determined from time to time.

စ ်

- may be determined from time to take.

 (p) for her of the moneys, at the Association toot limits due by required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject, nevertheless to such conditions (if any) and such consider (if any) and such consider (if any) and such consider or required by law and subject also as hereinafter provided.
- (6) To establish and support or aid in the establishneard and support of any charitable associations or institutions and to subscribe or guarantee moncy for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

0 ō

> (19 To do all such other things as are incidental or necessary to the attainment of the above objects or any of them.

Pravided that :-

- (f) In case the Association shall take or hold any property this in any Le subject to any charlishly truck, the Association shall only deal with a invest the same in such manner as allowed by law, having regard to cuch trucks.
 - (ii) the Association shall not support with its funds are object, or endeavour to impose on or precure to be discrepted by its members or others, any regalisting restriction or condition which if an object of the Association would make it at Tendo
- (iii) In erger the Association shall take or hold any property subject to the jut safetion of the Charly Consociasions for England and Wales or Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without safe buildoot, papero du remeent as may be required by law, and as regards any such property the consolid of Maragement or Govering Fooly of the Association Stall for harpeophic formsy such proverty that may reome into their funds and skall be associated by a such property in the same case, and to the duck of the same of such property in the same than the such of the same of stead as they would as such at the law in on incorporation of the Association shall not diminish or ingestr any control or and originally executed by the Charles' of State of Education and Science over the Source of Management or Governing Bodly, but has been Control and Science over the Source of Management or Governing Bodly, but

they shall as regards any such property be shideed jointly and separately to such condrol or authority as if the Association were not in otherwood. 4. The income and property of the Association, whereoescoper derived, shall be upplied solely rowners, the promotion of the objects of the Association as so forth in this Memorization of Association, and no portion thereof shall be post or transcrive flucted by or indirectly, by way of dividend, hours or arberwise howsoever by way of profit, to the members of the Association.

Provided that nothing berein skell prevent the payment in good high or reasonable and proper remuneration to my offer for seevant of the Association, expending the description, in redunt for any services accessly religiously of the Association, had proper tend to provide a proper tend for money but or reasonable and proper tend for provides dealing the provides dealing of the Association while a metality of the Association and the appointed of the Calact of Managera, or the training of the Association while a special of the Association or any office of the Association of the Association and the appointed to any salabled of the Association of the capture of decorating Body may be a member of mention of the respiration of the capture of the capture of the capture of profits be may receive in requested of any such payment.

5. The liddilly of the members is limited.

6. Every mainly of the Assaciation university to event of the same being to the users of the Assaciation, in the event of the same being wound up while he is a member, or within one year, they be cosses to he a member, for payment of the debte and labilities of the fast Assaciation confrareded before he evenes to be a nearber, and of the costs, clarges and expenses of whileing up, and for the adjustment of the rights of the constitutions, about for the said among a heartful to the rights of the constitution, about I be the said and the constitution of the rights of the constitution, about I being and a said among a being a being a said among a being a said and an analysis.

0

ં

1. If apon the winding up or dissolution to the Assortable there remains, after the satisfaction of all is about and ladeledes, any property whatsoever, the same shall not be paid to or distributed among the members of the Assortable last slad be finded on transferred to some ofter charitable institution for the relation of the charitable institution is all profiled to the objects of the Association, and waith shall profile the describing of its or their income and projecty about its or their the above to the charitable institution as is imposed on the Association transfer or by writte of Charse 4 hereof, such charitable institution is unider or by writte of Charse 4 hereof, such charitable institution is the above to the the theoremized by the unabors of the Association is to recover the time of dissolution, and it and so far a soften a mod in great to such pravision, their to some charitable object.

Ġ

0

Ó

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCITUEDS

9

Spari

9

Billings Stockford Heate.

with of Flow. Univ. of London:

y. Cansollant Iskaraladosk erry . Cansbitant 1 PRINCIPAL NUMBER LUTUR fenir Bjugnstad シャンショ

SELWAN ROPD . SURRET.

K Drate Was Dated this 1th day of Becembed, 1966. Witness to the above Signatures-

Perting SW15 Lower Rithard Road 1 Kenthert Cont

The Companies 114, 1918

COMPANY LIMITED BY CUMILANTEE AND MOT HAVING A SHARE CAPITAL

REGISTERED 15 DEC 1966

1. In these presents the words standing in the first column of the quarter meaning set opposite to the respectively in the second column thereof, it not inconsistent with the subject or context— CENERAL.

Youns

The Companies Act. 1:118. The Act ..

These Articles of Association, and the regulations of the Association from time to time in force. These presedts

The Council of Mixingeneeld for the little heing of the Association. The above-ramed Company. The Association ... The Council

The registered office of the Association. The common sent of the Association. The Office

Great Britain and Northern Irriand. Kingdom The United The Seri ..

⊕ 3`

Written, printed or libographed, or parily one and partly another, and other modes of representing or reproducing words in a visible form. Calendar month. Month ... In writing

And words importing the singular number only shall include the plurit anniher, and vice versa.

Words importing the mascrifine gender only chall fischale the ferrinine gender; and

Words importing persons chall include corporations.

MAINTYRE SCHOOLS LIMITED Articles of Association

soume Reposition

Subject as aforestid, firty words or expressions defined in the Art or any statutory modification thereof in force at the date on which these presents become binding on the Association sindly if not inconsistent with the subject or context, bear the same meanings in these presents.

proposes to be registered is seven, but the Council may from time the Assueia 1919 2, The number of members with which to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the resider of members on becoming a nomber

The Association is established for the purposes expressed in the Memorandum of Association.

5. The subscribes to the Menocandum of Association and such other persons as the Council shall admit to mer thership in geometry with the previsions hereinafter contained shall be. memor is of the Association.

GENERAL MEETINGS.

6. The Association shall hadd a General Meeting in every calcular year as it Aminal General Meeting at such time and calcular year as it Aminal General Meeting at such time and plate at may be determined by the Council, and shall specify the necessary a such in the others calling it, provided that every the necessary flow in the case provided that every than flower unon the after the holding of the last providing than flower Mesting and that as long as the Association Aminal General Meeting, and that as long as the Association flower is the Aminal General Meeting within eighteen morths after its incorporation is need not half it in the year of its incorporation or in the following year.

laron Annual General Mexings, shall be called Bartaordinary General Mexings. 7. All General Mortings,

S. The Council may whenever they determine from time to time convene an Extraordinary General Meeting, and Extra-ordinary Comean Meetings shall also be convened on such requisi-tions, or in detail may be convened by such requisitionists, as provided by section 122 of the Act.

remisers having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings, a neeting may be meeting, other than Annual General Meetings, a neeting may be can both of the day on which it is served or deemed to be served ear of the day for which it is given, specifying the place, the day and the day for which it is given, specifying the place, the day can deep the day and in the case of special instincts the goard and the four of that basiness, shall be given in manary herein after mentioned to such persons (including the Andhors) as any ecrycled by such notice is those members nay determine from 9. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convent to pass a Special Resolution, and fourteen days' notice in writing at the least of every clier General Meeting (exclusive in every at the least of every clier General Meeting (exclusive in every at the least of every clier. anter these presents or under the Act entitled to receive such notice, frum the Association; but with the consent of all the tinse to time

10. The accidental onission to give notice of a ansolic field of such notice by, any person entries to receive notice for the non-receipt of such notice by, any person to see the receive notice thereof shall not invalidate only resolution thereto.

or proceeding had, at any morting

PROCEEDINGS AT GENERAL MEET NOS.

11. All fusines shall be deemed special the as train-sited at an Extraordinary General Meeting, and all the as trainess refar an Annual General Meeting Shall also be deemed special so the training and has be deemed by the exception of the consideration of the income and admin shallow short, and the reports of the Count and Lainnes short, and the reports of the Andrors, the deeded of members of the deem of those restring, and the appointment of and the master of the remark of the Andrors.

unless a quorum is prevent when the meeting proceeds to hesipers. Save estrema otherwise provided fore members personally present 12. No business small by transacted at any General Precinct or by proxy sail be a grorum.

.

Ö

hadding of a General Meeting a quantital is tall present the this first of a covered on the requisition of members, solar be researched by any otier mean table factor and adjoint to the scale of the factor and place, or at least of the same time and place, or at least of the same time and place, or at least of the same time and it as said adjoint of first of the counting determine, and it as said adjoint of first of the transfer of the property of the transfer of the transf 12. If within half an hour from the than sp. sured be the for holding the mording the nambers present sh

th. The Chairman (Bang) of the Councils of provide as Chairman at very General Mesure, but if the low one with Chairman, or if an unculoud he shall not be covern the form influence influence in the time appeared to the tell in the first species to the tell in the first species to the tell in the first species to the first species to the first species from the first species of the Council of it was a such member of the Council present tell returned to the Council of it was a shall closes some member of the Council present tell returned to the council of the Council present tell returned to the council of the Council present tells and the council of the follows some member of the Association who will be a first special decision. present to preside.

15. The Chaltwan that, with the content to the Unit of all which a quotient is present that shall it so thereof it the needing adjoint the meeting four time to time to the the transfer of the brains which meeting for the mistings which meeting to be the time the color than husiness which meeting to the time the time that the meeting is also and the adjoint to the meeting is also and the adjoint to the meeting is also and the adjoint to the time to the time that the time time the time time to the transfer of all and adjoint of the adjoint of the time time time to the transacted at an adjoint of the color.

16. At any General Menting a resolution p is to the vire of factor includes the decided on a sirow of factor, takes a sufficient for the result of the result of the result of the second of the fluctuation of the second of the process of the second of

0

£

Ð

at the mosting, and unless a pull be so demanded to vote at the mosting, and unless a pull be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unaninously or by a particular majority, and an entry to that described, and the book of the Association shall be conclusive evidence of the fast without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a pull may be withdrawn.

17. Subject to the provisions of Article 18, ii a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be decared to be the resolution of the meeting at which the poll was demanded.

No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment. 5.

19. In the case of an equality of votes, whether on a show of hands of on a poly, the Chafrain of the meeting shall be entitled to a second or easing vote.

90. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

Subject as hereinafter provided, every member shall 21. Subje bave one vote.

22. Save as betein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other run (if any) which shall be due and payable to the Association in respect of his mendership, shall be entitled to Association in respect of his mendership, shall be entitled to Association and question either presentally or by proxy, or as a proxy for another member, at any General Meeting.

23. Votes may be given on a pull cither permutally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a praxy for a corporation may wise on a show of hands. A corporation may vote by its dish authorised representative appointed as provided by section 129 of the Act. A proxy need not be a member.

21. The instrument appointing a proxy shall be in writing under the hand of the appointer or his altonicy daly authorised in writing, or if such appointer is a corporation under its common seal, if may, and, if none, then under the hand of some officer duly authorised in that behalf.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a attorney or other authority (if the protect sind) he deposited at the inference for the forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person

named in the instrument proposes to vote, or in the case of a pull not less than twenty-four nous before the fine appointed for the nation of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall we wail after the expiration of twelve months from the date of a

execution.

(3)

26. A vore given in necondance with the terms of an death or insulity of the principal or revocation of the proxy or of death or insulity of the principal or revocation of the proxy or of death or insulity of the principal or revocation of the proxy was executed, proxised that no irrimation in writing of the death, insulity or revocation as aforesaid shall have been reveived at the other before the commencement of the meeting or adjourned and the differ the ten the total proximal and the proxy. proxy is used.

27. Any instrument appointing a proxy stad by in the following form or as near thereto as circum-lances will adult—

() (;

" Macinture Schools Linited.

"ou * to vote for me and on my behalf at the [Amhalf * or Extraordinary, or Adjourned, as the case may * be] teneral Meding of the Association to be held * on the " a member of MacLyryne Schools Lauren, heredy ន " and at every adjournment thereof. " and failing him, " appoint , cf

they of " As witness my hand this

The instrancent appointing a proxy shall be deemed to confer authority to demand or join in demanding a poli.

COLNCIL OF MANAGEMENT.

0

3

23. Until officivities determined by a General Merting, Incomminer of the members of the Conneil shall not be less than five nor more than brenty.

on. The first members of the Council shall be the subscribers to the Memorandum of Association.

appoint any member of the Association as a member of the Conneil, either to fill a casant vacancy or by way of addition to the Crauchi, provided that the proceeded maximum on to a thereby exercised. Any member so appointed shall retain its office only until the next Annual General Meeting, but he shall The Council may from time to time and at office only until the west Aut then de eligible for re-dection. ä

0

Э

31. No person who is not a meraler of the Association shall in any dicumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

the Connection on the resonances of the Connection of the Connection of the Normany sort and expenses of, and predictionary and incidental to, the premation, formation, establishment and registration of the Association, and they think liq, and may exercise all such powers of the Association, and do on behalf of the Association all such needs in may be carefuled and done by the Association and so are not by statute or by these presents required to be exercised or done by the Association of these presents to the previsions of the statutes for the time being in force and altering the Association, and to such regulations, being in force and altering the Association in General Meeting, sultide the diverside regulations or previsions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting small meability any prost set of the Connection Meeting small meability are provided by the Association in General Meeting small meability are great and the Connection Meeting small meability and provided meability and not been made. business of the Association shall be managed by

EE. The members for the time being of the Council may act that the danding any vacancy in their body; provided always that in ease the members of the Council shall at any time be or be reduced in member to less than the minimum randowaprescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to next be the Council for the purpose of admitting persons to be decly, or of summoning a General Meeting, but not for any other partners.

SECEPTARY.

any determine iton fine to time, and any Secretary so appointed usay be removed by them. The provisions of sections 177 and 179 of the Act shell apply and be observed. The Commel may from time to time by resolution appoint an assistant or depart Secretary, and any person so appointed may act in place of the Secretary, if there he no Secretary or no Secretary expands of for 31. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they

THE SEAL

⊕ ∴

25. The scal of the Association shall not be allixed to any instrument except by the authority of a resolution of the Conneil, and in the presence of the exceed at least two mendors of the Ordinal and of the Severebay, and the said members and Severebay shall sign overy instrument to which the scal shall be so allixed in their presence, and in favour of any purchaser or preson bone file decling with the Association such signatures shall be conclusive evidence of the fact that the scal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

Э

ני

(a) If a receiving order is made ugainst him or he makes any arrangement or composition with his creditors. The office of a member of the Council shall be vacatedř

(a) If he recomes of unseauch mind.
(b) If it exacts to be a member of it e Association.
(b) If by notice in writing to the Association he resquared by the properties.

his office.

(z) If he ceases to hold office by reason of any order ; aco under section 188 of the Act.

Ö

(c) If he is removed from office by a resolution duly passed parsuant to section 181 of the Act.

(c) If he craise to be a member by virtue of section 183 of the Act.

ROTATION OF MEMBERS OF THE FOUNDE.

57. At the first Annual General Meeting and at the An unal Ganeral Meeting to be held in every subsequent year, one-find of the members of the Council for the tiver being, or it their maniper is not in mailiple of three fleet the national council for the tiver being, or it their one-third, shall retire from office.

Ø 8

have been longest in other surve their hast electron or approximate. As between members of equal sociarity, the members to relieved in the absence of agreement be selected from their their toring to by 100. The besult of time a member has been an other shall the computed from his last election or appointment. A returning nicinber of the Council shall be eligible for a clearion. The members of the Cour ell to retrivished by those who

of the Country retires in magner ablessed, he is the vested order by electing a person thereto, and in defaut the retirior in species small, it ordering lumself for re-election, he of our described, he of ourselvest hear re-elected, rules and such more is get as expressly residued in its lift such vector other, or unless a resolution to the residential of such member shall have been put to the meeting much less. The Association may, at the mercing at whith a tivitie ?

at the proting shall, unless recommer do., by the Council set election, he signific for election to necessary, specification and Concern because unless within the presents of time because the trappointed for the tracking layes south have given govern to the Secretary molecule, writing by sense much every gradient to the present and vote at the meeting for which such notices give to a his intention to propose such person for electron, and also nurses in writter signed by the person, to be proposed, of his will agrees the electrod. The proceeding leaf alone, problemed said? I such that, between the date when the moiner is surved, or said No person not being a member of the Council retin ? to be seried, and the day appeared for the meeting their what he not less than tour mer more than transported frances at glass. 3

Meeting herrase or reduce the franker of the Last Accoef the Comest, and determine in what reducing said forces, Last relation 1, 235, 63, shall go onto a office, and may make the appointments uses or for effecting any such interact. The Association may from time to that

-2. In addition and without prejudies to the proximal of section 181 of the Ass, the Assemblies may by Extra schoop

4

11

 ${\bf v}$

6

Result.ion remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified acculter in his steat; but any person so appointed what "stain his office so long only as the remover in wasse place he is noticed would have held the stunit he had not been removed.

PROCEEDINGS OF THE COUNCIL.

- quorum. Questions arising at any meeting shall be a reajority of votes. In case of an equality of votes the Chairman shall have a second or eaching vote. think fit, and determine the quorum necessary for the fransaction of business. Unless otherwise determined, three shall be a The Council may meet together for the dispatch of busin-84, adjuurn and otherwise regulate their meetings at they
 - 41. A nomber of the Council may, and on the request of a mender of the Council the Secretary shall, at any time, summed a raceing of the Council by make served upon the several armines of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a mireting.
- who shall be entitled to preside at all meetings of the Council at which he shall be preside at all meetings of the Council at which he shall be present, and may determine to when period he is to hold olive, but if no such their to hold olive, but if no such their man be elected, or if at any meeting she Chairman he not, present within five minutes after the time appointed for holding the meeting and willing to present, the members of the Council present shall choose one of their number to be the draman of the meeting.
- stall be computed the Council at which a quotum is present shall be computed to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
- ormatices consisting of such member or members of the Conneil as they think fit, and any committee as formed shall in the series of the powers to designate, conform to any regulations ingoesed on it by the Conneil. The meetings and prevedings of any seen committee shall be go-erned by the prevedings of any seen committee shall be go-erned by the prevedings of they present for regulating the meetings and precedings of the Conneil see far as applicable and so far as the same shall not be superceded by any regulations not as the conneil.
- or of any committee of the Council, or by any pressu action as an inciner of the Council, shall, notwill-standing it be afterwards assumed that there was some detect in the appointment of confidence in office of any such member or pressu acting as aforeshil, or that they or any of them were disqualified. It is a standard in every such person had been duly appointed or had any continued in other and was qualified to be a member of the acts bons fide done by any meeting of the Cambeil 14. All

0

all appointments of collects made beyon surround and of the proceedings of all inveltings of the Assaciation and of the formed and of committees of the founcil, and all business transcribed in such anothings, and any shad all business transcribed in the original anothing, and any such munder, of any inventey if particular to be signed by the Chairman of such acciting or by the Chairman of such acciting or by the Chairman and such acciting or by the Chairman and such acciting or by the Chairman and such acciting the by the Chairman and such acciting the by the Chairman of such acciting the following the followin The Council shall cause proper minutes to be made

0

. .

the time hely of the Council or of any committee of the Council who are entitled to receive notice of a factorized who are entitled to receive notice of a meeting of the Council or some or militars shall be as valid and objectual as if it had been passed as a meeting of the Council or of such committee dally convened and consilicated.

ACCOUNTS

6

....

ŝ The Council shall cause proper hooks of account to kept with respect to-

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place);
 - tholic, book out yet every to sociound but solat in (n)
- (c) the eests and linbilities of the Association.

- •

kept such books of accounts as are property to give a 1710 and fair view of the sixto of the abities of the Association and recognition its transactions. Mic Sent Proper bushs shall not be deemed to be rope it these

29. The backs of account shall be legic at the wife, and subject to section 1.1 (4) of the Act, at a rel othe tylese of black as the (cancel shall plack fit, and shall, always be up as for the inspection of the members of the Counc

and to what extent and at the Times are places are trade. Those conditions or regulations the meanings as a largest file execution or any of the files of the very serious of the files and the files and the files of the files of the Contact of the Associate of the Contact of the Associate of the Contact of the Associate of the Associate of the Contact of the Associate of the The Course shall Gon than to be se determine y which m General Meeting.

0

al. At the Arrent General Meether in every year there are a second lay before the Association a proper media, and the a thin second for the period since the Last preceding a central of a fill of the period since the sus expectances for the two counts and their suspential for the period for the form and the two that is proper than four accordance for the configuration of the form of the f framed in accordance with any statutory requirements for the Lanc

<u>:</u>

ä

being in force) and of any other documents required by law to be unnexed or attached thereto or to accompany the same shall most fess than twenty one dier days before the diduct of the meeting, but jet, in curtheless to the provisions of section 158 (1) (e) of the Act, be sent to the Auditium and to all cheer pusous cutiled to receive notices of General Meetings in the manner in which notices are bretinative directed to be served. The Auditions' report shall be open to inspection and he read before the meeting as required by section 162 of the Act.

9

AUDIT.

55. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

56. Amilier, shall be appointed and their dubbs regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mechanical in those sections.

9

NOTICES.

norther, either personally or by served by the Association upon any morther, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

address not within the Chiral Kir glon, who shall from fina to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be utilifed to have notices served upon him at such address, but, save as aforeseid notice served upon him at such address, but, save such and served in the register of members by an address within the United Kingdom small he entitled to receive notices from the Association. Any member described in the register of members by an X,

59. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the past, and in proving such service it chaid be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pregnal fetter.

© ;

DISSOLUTION.

50. Charse 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in those Articles.

A. M. T P 海利 4.5 Chimay 1K4, Birting's start for 12 6. Suchery. Inst. y. Flac this of box on 2.4.0 Salis 13 13. . EFINEREDSON S.R.W. L.M.P. R.K.M.S. いくしかべんない。 new Mighton NAMES, APPRESSES AND DISCURFIGUE OF SUBSCRIBERS 75.65.66.36 Whichago GRINCIPLE NUIDE TATOR Sammar Road OKSO/frt Luni 11. Hushel (Aucen 176,57 408) オンジャ V 477.4.9. 1. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2. 1. 2.

Wieness to the above Signatures— /// [Uw Dated this pod day of Secented, 1966.

SU 13 lower Ribery Roal Kardwall Cowit Putury

1

S. C. L. S.

SPECIAL RESOLUTION

of

MACINTYRE SCHOOLS LIMITED

(Passed 5th April, 1978)

At the Annual General Meeting of MacIntyre Schools Limited convened and held on 5th April, 1978 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the Memorandum and Articles of Association of the Company be and they are hereby amended as follows:-

- By deleting from Article 1 the words "The Council" and "The Council of Management for the time being of the Association" and substituting therefor the words "The Board" and "The Board of Governors for the time being of the Association" respectively.
- b) By deleting from Article 1 the words "The Association" and substituting therefor the words "The Company".
- c) By deleting from the Memorandum and Articles of Association the word "Council" wheresoever it may appear and substituting therefor the word "Board".
- d)

 By deleting from the Memorandum and Articles of
 Association the word "Association" wheresoever it
 may appear in the context of the definition contained in
 Article 1 and substituting therefor the word "Company".

Secretary/Governor

THE COMPANIES ACTS 1948 - 1976

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

MACINTYRE SCHOOLS LIMITED

(Passed 21st September 1978)

At an Extraordinary General Meeting of MacIntyre Schools Limited convened and held on 21st September, 1978 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the Memorandum of Association of the Company be and it is hereby amended as follows:-

(a) By the addition of the following sub-clause 3 G:

To grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provisions of pensions and retirement benefits for employees and former employees of the Company their widows, children and other dependants

and the re-numbering of sub clauses 3 G and 3 H as 3 H and 3 I respectively.

(b) By the deletion from line 6 of the second paragraph of Clause
4 of the words "6 per cent per annum" and substituting
therefor the words "2 per cent less than minimum lending rate;
(or its accepted equivalent from time to time)".

Secretary/Governor

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

(As Amended by Special Resolutions passed 26th April 1976, 5th April 1978 and 20th September 1978)

OF

MACINTYRE SCHOOLS LIMITED

Incorporated the 1st day of December 1966





Certificate of Incorporation.

No. 894054

I HEREBY CERTIFY that MACINTYRE SCHOOLS LIMITED was incorporated under the Companies Act 1948 as a limited company on the 15th December 1966.

GIVEN under my hand at London the 2nd September 1974.

R.B. MARTIN
Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF

MACINTYRE SCHOOLS LIMITED

- 1. The name of the Company, is "MACINTYRE SCHOOLS LIMITED." ν
- 2. The registered office of the Company will be situate in England.
- 3. The object for which the Company is established is the relief of persons who are physically handicapped or mentally handicapped and in furtherance of this object and for no other purpose.
 - (A) To establish residential and day schools for physically handicapped and educationally retarded children, to provide special treatment and vocational training for such children, and to provide, promote and encourage the after care of students, scholars and patients. To co-operate in every possible manner with the local and public authorities in all matters relating to the progress, education and development of the children, and to join with such authorities and others having similar objects in all kinds of research exchange of information. To print and publish any circulars or other literature relating to the welfare, treatment and education of physically handicapped and educationally retarded persons.
 - (B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may

2

think necessary or covenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or covenient for the work of the Company.

- (C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as would further the promotion of its objects.
- (D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary to its objects.
- (E) To borrow or raise money for the purposes of the Company on such terms and on such security as may be determined from time to time.
- (F) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (G) To grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provisons of pensions and retirement benefits for employees and former employees of the Company their widows, children and other dependants.
- (H) 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 Company or calculated to further its objects.
- (I) To do all such other things as are incidental or necessary to the attainment of the above objects or

any of them.

Provided that:-

- (i) In case the Company shall take or hold any property which may be subject to any charitable trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) 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.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, 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 Board of Governors of the Company 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 Board of Governors 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 Education and Science over such Board of Governors, but they shall as regards any such property be subject jointly and separately so such control or authority as if the Company were not incorporated.
- 4. The income and 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 shall prevent the payment in good faith of 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 2 per cent. less than minimum lending rate (or its accepted equivalent from time to time) on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Board of Governors of the Company 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 Board of Governors except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Governors 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 adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £5.
- 7. 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 some other charitable institution or institutions having charitable 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 4 hereof, such charitable 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. WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT HARVEY WRIGHT 6 Montague Road, Ealing, W.13. Property Manager

PATRICK FRANCIS KINNA 65, Eltham Park Gardens, London S. E. 9 Staff Manager

RONALD S. PAIN
Orchardleigh, Briar Hill,
Purley,
Surrey.
Company Director

SIMON H. HASKELL
43, Chimney Hill,
Bishop's Stortford,
Herts.
Lecturer Inst. of Educ. Univ. of London

MICHAEL JOHN HEDGE
Cherry Tree Cottage,
Trotts Lane,
Westerham, Kent.
Life Assurance Manager

BRIAN H. KIRMAN M.D., D.P.M.
Queen Mary's Hospital for Children
Carshalton,
Surrey.
Consultant Psychiatrist

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

F.EDWARDSON S.R.N. R.M.P.A. R.N.M.S. A.M.I.P.H.H.
24, Selwyn Road,
New Malden,
Surrey,
Principal Nurse Tutor

DATED this 1st day of December, 1966.

WITNESS to the above Signatures

K.NEWTON-WRIGHT 1, Kenilworth Court, Lower Richmond Road, Putney S.W.15. Insurance Representative

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association

(As Amended by Special Resolutions passed 26th April 1976, 5th April 1978 and 20th September 1978)

OF

MACINTYRE SCHOOLS LIMIT'ZD

GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS		MEANINGS
The Act	• •	The Companies Act, 1948.
These presents	••	These Articles of Association, and the regulations of the Company from time to time in force.
The Company	••	The above-named Company.
The Board	••	The Board of Governors for the time being of the Company.
The Office	• •	The registered office of the Company.
The Seal	'··	The common seal of the Company.
The United Kingdom	••	Great Britain and Northern Ireland.

Month Calendar month.

In writing.. Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expression defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

- 2. The number of members with which the Company proposes to be registered is seven, but the Board may from time to time register an increase of members.
- 3. The provisions of section 110 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 4. The Company is established for the purposes expressed in the Memorandum of Association.
- 5. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.

GENERAL MEETINGS

6. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held

not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds it first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

- 7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 8. The Board may whenever they determine from time to time 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.
- 9. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may determine from time to time.
- 10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

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 reports of the Board and of the Auditors, the election of members of

the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

- 12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided four members personally present or by proxy shall be a quorum.
- 13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 14. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside.
- 15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a

member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

- 17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 20. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 21. Subject as hereinafter provided, every member shall have one vote.
- 22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
- 23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may

vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

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

"MACINTYRE SCHOOLS LIMITED

"I	,
"of	,
"a member of MacIntyre Schools Limited, hereby	
"appoint	,
"of	,
"and failing him,	,
-	, ,
"to vote for me and on my behalf at the [Annua	(I

"or Extraordinary, or Adjourned, as the case may "be] General Meeting of the Company to be held "on the day of and at every adjournment thereof.

"As witness my hand this day of 19 ."

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

BOARD OF GOVERNORS

- 28. Until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than five nor more than twenty.
- 29. The first members of the Board shall be the subscribers to the Memorandum of Association.
- 30. The Board may from time to time and at any time appoint any member of the Company as a member of the Board either to fill a casual vacancy or by way of addition to the Board provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 31. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Board.

POWERS OF THE BOARD

32. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in Ceneral

Meeting, but no regulation 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.

33. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

SECRETARY

34. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may determine from time to time, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

35. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two members of the Board and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD

- 36. The office of a member of the Board shall be vacated -
 - (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Company.
- (D) If by notice in writing to the Company he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (G) If he ceases to be a member by virtue of section 185 of the Act.

ROTATION OF MEMBERS OF THE BOARD

- 37. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Board for the time being, or if their number is not a multiple of three then the number nearest to one-third shall retire from office.
- 38. The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board shall be eligible for re-election.
- 39. The Company may, at the meeting at which a member of the Board retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member 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 member shall have been put to the meeting and lost.

r

s n

e

ie is 40. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board at any General Meeting, unless within the prescribed time

before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present 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 the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

- 41. The Company may from time to time in General Meeting increase or reduce the number of members of the Board, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 42. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD

- 43. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 44. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 45. The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what

period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

- 46. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
- 47. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
- 48. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in 'he appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

e

ıs 1e

e e

οf

of

e, ne no to

an rd at

- 49. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and ary such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 50. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the

Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

- 51. The Board shall cause proper books of account to be kept with respect to
 - (A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods by the Company and
 - (C) the assets and liabilities of the Company. 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 affairs of the Company and to explain its transaction.
- 52. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
- 53. The Board 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 Company or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
- 54. At the Annual General Meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and

of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the day of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

AUDIT.

- 55. Once at least in 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.
- 56. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Board being treated as the Directors mentioned in those sections.

NOTICES.

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

DISSOLUTION

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT HARVEY WRIGHT 6 Montague Road, Ealing, W.13. Property Manager.

PATRICK FRANCIS KINNA 65, Eltham Park Gardens, London S.E.9. Staff Manager

RONALD S. PAIN
Orchardleigh, Briar Hill,
Purley,
Surrey.
Company Director.

SIMON H. HASKELL
43, Chimney Hill,
Bishop's Stortford,
Herts.
Lecturer Inst. of Educ. Univ. of London

MICHAEL JOHN HEDGE
Cherry Tree Cottage,
Trotts Lane,
Westerham, Kent.
Life Assurance Manager

BRIAN H. KIRMAN M.D., D.P.M.

Queen Mary's Hospital for Children
Carshalton,
Surrey.

Consultant Psychiatrist

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

F. EDWARDSON S.R.N. R.M.P.A. R.N.M.S. A.M.I.P.H.H.
24, Selwyn Road,
New Malden,
Surrey.
Principal Nurse Tutor

DATED this 1st day of December, 1966.

WITNESS to the above Signatures -

K. NEWTON-WRIGHT 1, Kenilworth Court, Lower Richmond Road, Putney S.W.15.
Insurance Representative

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

(As amended by Special Resolutions passed 26th April 1976, 5th April 1978 and 20th September 1978)

OF

MACINTYRE SCHOOLS LIMITED

Incorporated the 1st day of December 1966

FORM OF CONSENT

I hereby consent to become a member of MacIntyre Schools Limited, and confirm that I accept the liability of such membership as set out in Clause 6 of that Company's Memorandum of Association.

Signed

Date (D 1985

Countess A. Mapelli-Mozzi, 7 Bunhouse Place, London.



3)

COUNTESS N D MAPELLI MOZZI'S LIST OF DIRECTORSHIPS:

•		00 0 0/
Residential Holdings plc		29.9.84
City and Provincial Estates L (formerly Rabstoke Ltd)	.td	26.2.85
Crancour Ltd (formerly Evelyn Residential Ltd)	k (name of the second s	23.11.84
Eastech 'Ltd	V.	23.11.84
Fawtum Ltd	*	20.11.84
London Residential Developmen (formerly Spatelord Proper	nts Ltd rties Ltd)	15.9.82
Priormine Ltd	Y	10.9.85
Residential Nominees Ltd	i.	21.11.84
Tinargon Ltd), ()	24.7.85
Doveway Ltd	* * * * * * * * * * * * * * * * * * *	23.11.84
Acewhite Ltd	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	14.11.84
Rator Ltd		Not Known



SPECIAL RESOLUTION ON CHANGE OF NAME

THE COMPANIES ACTS 1948 - 1981

Act to the Companies Act
SPECIAL RESOLUTION (pursuant to Section 141(2) of the Companies Act
894054
CHMPANI NUMBER TATAL
COMPANY NAME MacIntyre Schools Limited
Congral * / Canaral * / Canaral * Meeting of
At an Extraordinary Ceneral*/Annual General*/General *Meeting of the members of the above named company, duly convened and held at:
4 Fore Street, London EC2

April 19 86
on the
the following Special Resolution was duly passed:
That the name of the Company be changed to:
MacIntyre NEW NAME
NEW MARIE
1 /
Signature: Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution.





FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

894054

I hereby certify that

MACINTYRE SCHOOLS LIMITED

having by special resolution changed its name, is now incorporated under the name of MacIntyre

Given under my hand at the Companies Registration Office,

Cardiff the

8TH SEPTEMBER 1986

e. Chadwick MRS E. CHADWICK

an authorised officer



COMPANIES FORM No. 30(5)(c)

Declaration on change of name omitting "limited" or its Welsh equivalent



Please do not write in this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

Please complete		For official use Company number
egibly, proferably n black type, or oold block lettering	Name of company	[]]2] [894054
	* MacIntyre	
insert full name of company		
	I,John Valentine Thorne Lilac Barn, Wappenham Road, Helmd	don, Northants.
delete as appropriate	[a director][the secretary]t of MacIntyre	
	do solernnly and sincerely declare that the company of the above Act. And I make this solemn Declaration conscientiously be Statutory Declarations Act 1835.	
	Declared at Tendroster. in the country	Declarant to sign below
	the 3rd day of Septenber.	- Watentructhone
	One thousand nine hundred and eighty sin. before me (a) (lydo belo).	
	A Commissioner for Oaths or Notary Public or Justice the Peace or Solicitor having the powers conferred on Commissioner for Oaths.	of a
	Nooflere.	
	Solication Bodford	
	Presentor's name address and reference (if any): John V. Thorne, Secretary, MacIntyre, No. 2 Ridgeway Court. For official Use General Section CLASSI D	Post room

No. 2 Ridgeway Court,

Leighton Buzzard, Beds.LU7

Grovebury Road,

MACINTYRE

THE COMPANIES ACT 1985

Registered number: 894054

NC L.º7 MAY 1898 SEO FEE PAID COMPANIES HOUSE

COPY

resolution of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at 29 CRAWFORD STREET, LONDON, on 25% fe BLUARY 1993.

SPECIAL RESOLUTION

THAT the name of the Company be changed to MacIntyre Care.

Managing Director

Dated 25th February 1993.

COMPANIES HOUSE 8 7 MAY 1993 M 2

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 894054

I hereby certify that

MACINTYRE

having by special resolution changed its name, is now incorporated under the name of

MACINTYRE CARE

Given under my hand at the Companies Registration Office, Cardiff the 14 MAY 1993

P.BEVAN

an authorised officer

Now INC - 14/5/25

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association
(As Amended by Special Resolutions passed 26th April 1976, 5th April 1978
and 20th September 1978)

OF

MACINTYRE CARE

Incorporated the 1st day of December 1966



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association 2

OF

MACINTYRE CARE

- The name of the Company, is "MACINTYRE CARE"
- 2. The registered office of the Company will be situate in England.
- 3. The object for which the Company is established is the relief of persons who are physic "hardicapped or mentally handicapped and in furtherance of this person for no other purpose.
- (A) To establish residential and day schools for physically handicapped and educationally retarded children, to provide special treatment and vocational training for such children, and to provide, promote and encourage the after care of students, scholars and patients. To co-operate in every possible manner with the local and public authorities in all matters relating to the progress, education and development of the children, and to join with such authorities and others having similar objects in all kinds of research exchange of information. To print and publish any circulars or other literature relating to the welfare, treatment and education of physically handicapped and educationally retarded persons.
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company 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 Company.

- (C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as would further the promotion of its objects.
- (D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary to its objects.
- (E) To borrow or raise money for the purposes of the Company on such terms and on such security as may be determined from time to time.
- (F) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (G) To grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provisions of pensions and retirement benefits for employees and former employees of the Company their widows, children and other dependants.
- (H) 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 Company or calculated to further its objects.
- (I) To do all such other things as are incidental or necessary to the attainment of the above objects or any of them.

Provided that:

- (i) In case the Company shall take or hold any property which may be subject to any charitable trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) 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.

(iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Company reall not sell, mortgage, charge or lease the same without such aut. approval or consent as may be required by law, and as regards any such property the Board of Governors of the Company 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 Board of Governors 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 Education and Science over such Board of Governors, but they shall as regards any such property be subject jointly and separately so such control or authority as if the Company were not incorporated.

4. The income and 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 shall prevent the payment in good faith of 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 2 per cent less than minimum lending rate (or its accepted equivalent from time to time) on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Board of Governors of the Company 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 Board of Governors except repayment of out-ofpocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Governors 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 Compan, 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 £5.
- 7. 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 some other charitable institution or institutions having charitable 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 4 hereof, such charitable 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.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT HARVEY WRIGHT
6, Montague Road,
Ealing, W.13.
Property Manager

PATRICK FRANCIS KINNA 65, Eltham Park Gardens, London. S.E.9 Staff Manager

RCNALD S. PAIN
Orchardleigh, Briar Hill,
Purley,
Surrey.
Company Director

SIMON H. HASKELL
43, Chimney Hill,
Bishop's Stortford,
Herts.
Lecturer Inst. of Educ. Univ. of London

MICHAEL JOHN HEDGE
Cherry Tree Cottage,
Trotts Lane,
Westerham, Kent.
Life Assurance Manager

BRIAN H. KIRMAN M.D., D.P.M.
Queen Mary's Hospital for Children,
Carshalton,
Surrey.
Consultant Psychiatrist

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

F. EDWARDSON S.R.N. R.M.P.A. R.N.M.S. A.M.I.P.H.H.
24, Selwyn Road,
New Malden,
Surrey.
Principal Nurse Tutor

DATED this 1st day of December, 1966.

WITNESS to the above Signatures

K. NEWICN-WRIGHT
1, Kenilworth Court,
Lower Richmond Road,
Putney S.W.15
Insurance Representative

THE COMPANIES ACTS 1948 to 1976

COMPANIE	SHOUSE
O 7 MA	7 1993
M	2

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association

(As Amended by Special Resolutions passed 26th April 1976, 5th April 1978 and 20th September 1978)

OF

MACINITYRE CARE

GENERAL

In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

subject of de-					MEAN INGS
WORDS					The Companies Act, 1948.
The Act	••		••		These Articles of Association, and the
These present	S	• •	••	••	These Articles of Association from time to regulations of the Company from time to time in force.
The Company			••		The above-named Company. The Board of Governors for the time being of the Company.
AUS BOSTO	•				
The Office			••	••	The registered office of the Company. The common seal of the Company.
The Seal	••	••	• •	* *	Great Britain and Northern Treland.
The United	Kingdo	MC	••	• •	Great Britain and No. 577-57

Month Calendar Month

In writing Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visable form.

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

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expression defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

- 2. The number of members with which the Company proposes to be registered is seven, but the Board may from time to time register an increase of members.
- 3. The provisions of section 110 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 4. The Company is established for the purposes expressed in the Memorandum of Association.
- 5. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.

GENERAL MEETINGS

6. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need no hold it in the year of its incorporation or in the following year.

- 7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 8. The Board may whenever they determine from time to time convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened on such requisitionists, as provided by section 132 of the Act.
- 9. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may determine from time to time.
- 10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

FACCEEDINGS AT GENERAL MEETINGS

- Il. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided four members personally present or by proxy shall be a quorum.

- 13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 14. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside.
- 15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one—tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

- 17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 20. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 21. Subject as hereinafter provided, every member shall have one vote.
- 22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
- 23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.
- 24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote,

or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

- A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"MACINITYRE CARE

ηŢ "of "a member of MacIntyre Care, hereby "appoint "of "and failing him, "to vote for me and on my behalf at the [Annual or Extraordinary, "or Adjourned, as the case may be General Meeting of the Company day of "to be held on the "and at every adjournment thereof.

19 ."

"As witness my hand this day of

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

BOARD OF GOVERNORS

- Until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than five nor more than twenty.
- The first members of the Board shall be the subscribers to the Memorandum of Association.

- 30. The Board may from time to time and at any time appoint any member of the company as a member of the Board either to fill a casual vacancy or by way of addition to the Board provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for reelection.
- 31. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Board.

POWERS OF THE BOARD

- 32. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation 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.
- 33. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

SECRETARY

34. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may determine from time to time, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL .

35. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two members of the Board and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD

- 36. The office of a member of the Board shall be vacated -
 - (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (B) If he becomes of unsound mind.
 - (C) If he ceases to be a member of the Company.
 - (D) If by notice in writing to the Company he resigns his office.
 - (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
 - (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
 - (G) If he ceases to be a member by virtue of section 185 of the Act.

ROTATION OF MEMBERS OF THE BOARD

- 37. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one—third of the members of the Board for the time being, or if their number is not a multiple of three then the number nearest to one—third shall retire from office.
- 38. The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board shall be eligible for re-election.

- The Company may, at the meeting at which a member of the Board retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member 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 member shall have been put to the meeting and lost.
- 40. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present 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 the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
- 41. The Company may from time to time in General Meeting increase or reduce the number of members of the Board, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 42. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD

43. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

- A4. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 45. The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

.!`

- 46. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
- 47. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
- All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
- 49. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

50. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

- 51. The Board shall cause proper books of account to be kept with respect to
 - (A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods by the Company and
 - (C) the assets and liabilities of the Company. 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 affairs of the Company and to explain its transaction.
- 52. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
- 53. The Board 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 Company or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
- 54. At the Annual General Meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date.

Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the day of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

AUDIT.

- 55. Once at least in 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.
- 56. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Board being treated as the Directors mentioned in those sections.

NOTICES.

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

DISSOLUTION

12

3000

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT HARVEY WRIGHT 6, Montague Road, Ealing, W. 13. Property Manager

PATRICK FRANCIS KINNA 65, Eltham Park Gardens, London. S.E.9 Staff Manager

RONALD S. PAIN
Orchardleigh, Briar Hill,
Purley,
Surrey.
Company Director

SIMON H. HASKELL 43, Chimney Hill, Bishop's Stortford, Herts. Lecturer Inst. of Educ. Univ. of London

MICHAEL JOHN HEDGE
Cherry Tree Cottage,
Trotts Lane,
Westerham, Kent.
Life Assurance Manager

BRIAN H. KIRMAN M.D., D.P.M.
Queen Mary's Hospital for Children,
Carshalton,
Surrey.
Consultant Psychiatrist

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

F. EDWARDSON S.R.N. R.M.P.A. R.N.M.S. A.M.I.P.H.H.
24, Selwyn Road,
New Malden,
Surrey.
Principal Nurse Tutor

DATED this 1st day of December, 1966.

WITNESS to the above Signatures -

K. NEWTON-WRIGHT

1, Kenilworth Court,
Lower Richmond Road,
Putney. S.W.15.
Insurance Representative.