

**The United World Colleges (International): Paper EGM 1**  
**Notice of Extraordinary General Meeting**

*Meeting on 27 October 2018*  
*UWC Dilijan (Armenia)*

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The United World Colleges (International)  
Company No: 908758  
Registered Office:  
Second Floor, 17-21 Emerald Street  
London WC1N 3QN  
UK



**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of the above named Company will be held on **Saturday, 27 October 2018 at 9:30am**, or as soon after as the Annual General Meeting convened for the same time and place has ended.

The meeting will take place at UWC Dilijan in Armenia to

- A. To approve the minutes of the last EGM held on 28 October 2017 (**EGM Paper 3**)
- B. To consider and, if deemed fit, pass the following resolution as a Special Resolution:

**SPECIAL RESOLUTION**

**With effect from 28 October 2018, the Articles of Association of The United World Colleges (International) will be amended as per the new copy attached to this Special Resolution.**

**Explanation**

**Change 1: Increase size of UWC International Council**

It is proposed to increase the maximum numbers of members of the UWC International Council from sixty to eighty, with a view to being able to ensure that the composition of the UWC International Council - consisting in equal parts of all Heads of Schools and Colleges (except those currently serving on the UWC International Board), all Chairs of School and College Boards (except those currently serving on the UWC International Board), the same number of representatives of the UWC national committee system and the same number of members at large - can be maintained when additional schools and colleges join the UWC movement.

Further, it is suggested to clarify the current practice that the Council composition should reflect the same representation of College Chairs, College Heads and NC representatives.

Accordingly, it is proposed to amend Article 18.3, governing the composition of the UWC International Council, to provide for eighty instead of sixty members.

Further, it is proposed to amend Article 18.3., bullet point 4, to reflect that the number of persons drawn from national committees shall be equivalent to the numbers of College Chairs on the UWC Council.

Change 2: Decouple the role of Chair of the UWC International Board and the role of Chair of the UWC International Council

It is proposed to decouple the role of the Chair of the UWC International Board and the from the UWC International Council, i.e. henceforth to have two separate individuals chairing the respective governance body. Decoupling these roles would reflect the independent nature of each governance body and support the independence of the UWC International Council as the body in charge of appointing and advising the Board. This would also give the Council the opportunity to appoint its own Chair.

Accordingly, it is proposed to:

1. amend Article 18.3 to reflect that the Council shall have a Chairperson who shall not be a member of the Board,
2. amend Article 18.5 to reflect that the Council itself shall, upon recommendation of the Nominating and Governance Committee (NGC), appoint its Chairperson and Vice-Chairperson who will both not be members of the Board,
3. amend Article 18.6 to reflect that all members of the Council except the ex-officio members (i.e. the School and College Heads and Chairs except those currently serving on the Board), are appointed by the Board on the recommendation of the NGC.

Summary change 1 and 2:

Accordingly, Article 18.3 would henceforth read as follows:

*18.3 The UWC Council will have up to eighty members, including:*

- *The Chairperson who shall not be a member of the Board,*
- *[...]*
- *Persons drawn from national committees according to the policy in force for the appointment of such members, the number of whom shall be equivalent to the number of College Chairs on the UWC Council;*
- *[...]*

Article 18.5. would henceforth read as follows:

*18.5 The UWC Council shall also appoint, on the recommendation of the Nominating and Governance Committee, a Chairperson and a Vice-Chairperson who will both not be members of the Board.*

Article 18.6 would henceforth read as follows:

*18.6 Members of the UWC Council, other than the College Chairs and the College Heads, are appointed by the Board on the recommendation of [....].*

**Change 3: Clarify who chairs the General Meetings of the Charity**

It is proposed, in light of change 2 as set out above, that Article 13.3 be amended to clarify who will henceforth chair the General Meetings of the Charity, namely that it should continue to be the Chairperson of the Council.

**Change 4: Changes for consistency**

Finally, it is suggested to amend 18.7. for consistency reasons to only refer to the "Board" and not the "International Board" and to ensure that the Articles consistently refer to "Chairperson of the Council" or "Chairperson of the Board".

No other changes are proposed. A copy of the amended version of the Articles of Association is submitted together with this paper (**EGM Paper 4**).

**Proxy Appointment**

Any member of the Company may appoint a proxy to attend this meeting and vote on his or her behalf. A proxy need not be a member of the Company. A proxy form is enclosed. To be valid, the proxy form must be completed and signed by the member and received by the registered office no less than 48 hours prior to the start of the EGM (**EGM Paper 2**).

**On behalf of the UWC International Board,**

Signed:

Hannah Tümpel  
Company Secretary

5 October 2018



**The United World Colleges (International): Paper EGM  
Minutes of the Extraordinary General Meeting on 27 October 2018**

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**Minutes of the EGM, 27 October 2018  
UWC Dilijan (Armenia)**

===== The meeting commenced at 9:30am

It was established that a quorum was present.

**Agenda Item A: Approval of Minutes**

COMPANIES HOUSE

**Motion:** To approve the minutes of the last EGM held on 28 October 2017 (**EGM Paper 3**)

**Proposed:** Christian Hodeige

**Seconded:** Laurence Nodder

**Motion carried unanimously**

**Agenda Item B: Special Resolution for Amendment of Articles of Association**

Pål Brynsrud, in his role as Chair of the Nominating and Governance Committee (NGC), introduced the proposal to adopt the special resolution to amend the Articles of Association of The United World Colleges (International) as per the new copy attached to this Special Resolution, with proposed effect from 28 October 2018.

He explained the proposal to enlarge the number of Council members from 60 to 80 and to decouple the role of the Chair of the UWC International Board (Board) from the Chair of the UWC International Council (Council). He clarified that the proposed changes were just a continuation of the existing model and, in accordance with the aims set in the UWC Strategy 2018 and Beyond, are meant to take into account the current reality of the UWC movement with a total of 17 UWC schools and colleges and a number of new schools and colleges possibly opening in the near future, as well as to finalise the revision of the governance structures.

A question was asked regarding how the views of the Council would be provided to the Board in case of the Chair of the Board not also being the Chair of the Council. Pål Brynsrud clarified that the Chair and Vice-Chair of the Council, as well as the constituents via their committees, can bring their views to the attention of the Board both formally and informally.

In response to another question, it was further clarified that the Council shall remain a multi-constituent body, i.e. representing all schools and colleges as well as the national committee system and members at large, but that this system might need to be reconsidered should the number of schools and colleges grow considerably. In this regard, Council members

in particular commented that a new look at the governance structures might be warranted in due course in order to ensure the most efficient structure is set up, as well as to ensure representation of constituents voices while taking into account the environmental costs of an ever enlarging body. In this regard, the Chair of the Board, Sir John Daniel cautioned that, while current trends are in the direction of smaller boards, a larger board might be better suited to UWC's federated structure;

Pål Brynsrud confirmed that the NGC welcomed suggestions from members in this regard and asked members who commented with concrete suggestions to provide this to the NGC in due course.

**Motion:** To decide that with effect from 28 October 2018, the Articles of Association of The United World Colleges (International) will be amended as per the new copy attached to this Special Resolution.

**Proposed:** Pål Brynsrud

**Seconded:** Anna Lord

**Five opposed. Others in favour. Motion carried.**

*Signed on behalf of UWC International*

*Brynsrud*

*Hannah Timpel, Company Secretary*

**ARTICLES OF ASSOCIATION OF  
THE UNITED WORLD COLLEGES (INTERNATIONAL)**

**Company No. 908758**

**Russell-Cooke LLP  
2 Putney Hill  
London  
SW15 6AB  
DX : 59456 Putney  
Telephone: 0208 789 9111  
Fax: 0208 780 1194**

**THE COMPANIES ACTS 1985 TO 2006**

**Company Limited by Guarantee and not having a Share Capital**

**ARTICLES OF ASSOCIATION OF**

**THE UNITED WORLD COLLEGES (INTERNATIONAL)**

**1. NAME**

The name of the company is **The United World Colleges (International)** ('the Charity').

**2. REGISTERED OFFICE**

The registered office of the Charity is to be in England and Wales.

**3. OBJECTS**

The objects of the Charity are the advancement of education and learning and in particular:-

- (a) the education of youth in leadership, loyalty, responsibility and respect for and understanding of human dignity, life and rights and
- (b) the encouragement of international co-operation in education ('the Objects').

**4. POWERS OF THE CHARITY**

4.1 The Charity has the following powers which may be used only to promote the Objects:-

- (a) to buy, take on lease, sell, lease, share or otherwise dispose of, hire, charge or mortgage or acquire property of any sort;
- (b) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- (c) to employ and pay any employees, officers and professional or other advisers;
- (d) subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;

- (e) to give or receive guarantees or indemnities;
- (f) to promote or undertake study or research and disseminate the results of such research;
- (g) to produce, print and publish anything in any media;
- (h) to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- (i) to promote and advertise the Charity's activities;
- (j) to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves;
- (k) to undertake any charitable trust;
- (l) to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- (m) to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- (n) to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects;
- (o) to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- (p) to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- (q) to open and operate bank accounts and other banking facilities;



- (r) to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- (s) to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- (t) to insure any risks arising from the Charity 's activities;
- (u) to the extent permitted by law, to purchase indemnity insurance out of the funds of the Charity to indemnify any of the Trustees against any personal liability in respect of:
  - (i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity;
  - (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity;
  - (iii) any liability to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986.

Any such insurance in the case of (u) (i) or (u) (ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:

- (a) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
- (b) any liability incurred by a Trustee in defending any criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him or her; or
- (c) any liability incurred by a Trustee to the Charity that arises out of any conduct which he or she knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which he or she did not care whether it was in the best interests of the Charity or not.

Any insurance in the case of (u) (iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;

And to purchase out of the funds of the Charity any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

- (v) to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commission;
- (w) to pay all the expenses and costs of establishing the Charity;
- (x) to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (i) the Managers are properly authorised to carry on investment business;
- (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity;
- (iii) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them;
- (iv) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof;
- (v) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;
- (y) to permit any investments belonging to the Charity to be held in the name of any clearing bank, trust corporation or stockbroking company which is

a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;

(z) to do anything else within the law which helps promote the Objects.

## **5. USE OF INCOME AND PROPERTY**

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity or Trustees, and no Trustee may be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity except as permitted by law or shown below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Charity or a Trustee receiving any benefit as a beneficiary.

## **6. ALLOWED PAYMENTS**

6.1 The Charity may pay:-

- (a) Reasonable and proper payment to any officer, employee, professional or other adviser of the Charity who is not a Trustee for any services to the Charity.
- (b) Reasonable and proper remuneration of a Trustee for services actually rendered or goods supplied to the Charity or any subsidiary of the Charity (save for services rendered in his or her capacity as a Trustee) including the usual professional charges for services provided or business done by a Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or her firm instructed by the Charity to act on its behalf, PROVIDED THAT:-
  - (i) the number of Trustees so remunerated in any accounting period shall not exceed a minority of the Board of Trustees;
  - (ii) no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Board of Trustees;
  - (iii) such Trustee shall not vote on any resolutions relating to his or her engagement by the Charity.
- (c) Reasonable interest on the money lent by any member of the Charity or

any Trustee. The highest annual rate of interest that may be charged is two per cent below the base rate of one of the major clearing banks in the United Kingdom.

- (d) Reasonable out-of-pocket expenses to any Trustee.
- (e) Reasonable and proper payment to a company of which a Trustee holds not more than one per cent of the capital.
- (f) Reasonable and proper rent of premises demised or let by any member of the Charity or Trustee.
- (g) To the extent permitted by law, reasonable and proper premiums in respect of any insurance policy taken out pursuant to 4(u) above.
- (h) Any payment to a Trustee under the indemnity provisions in the Articles of Association.
- (i) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member of the Charity or Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that member of the Charity or Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.

For the avoidance of doubt, any reference in clause 6.1 to allowed payments to a Trustee shall also include payments to a person connected to the Trustee.

## **7. ALTERATIONS TO THESE ARTICLES**

7.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by special resolution or written resolution. For a special resolution to be valid, 14 Clear Days' notice of it must be given specifying it as a special resolution and it will be passed as a special resolution if at least 75% of those voting vote in favour of it. Such a special resolution may be passed on shorter notice if 90% of the total number of members having the right to vote agree to such short notice.

7.2 Alterations may only be made to:

- (i) the Objects; or
- (ii) any clause in these Articles which directs the application of property on dissolution; or
- (iii) any clause in these Articles which gives Trustees or members any benefit

with the Commission's prior written consent where this is required by law.

7.3 The Commission and the Registrar of Companies must be informed of alterations and all future copies of the Articles issued must contain the alterations.

## **8. LIMITED LIABILITY**

The liability of members is limited.

## **9. GUARANTEE**

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1.00 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member.

## **10. DISSOLUTION**

10.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:-

10.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

10.1.2 directly for the Objects or charitable purposes within or similar to the Objects;

10.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

10.2 A final report and statement of account must be sent to the Commission.

## **11. INTERPRETATION**

11.1 Words and expressions defined in the Articles have the same meanings in these Articles.

11.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

## **12. MEMBERSHIP**

12.1 The number of members with which the Charity proposes to be registered is unlimited.

- 12.2 The Charity must maintain a register of members.
- 12.3 The membership of the Charity, and therefore the right to attend and vote at general meetings, is restricted to Members of the Board of Directors and members of the UWC Council.
- 12.4 A member stops being a member of the Charity if:
- (a) the member resigns from membership by giving notice in Writing to the Charity; or
  - (b) membership is ended under these Articles; or
  - (c) the member's subscription (if any) remains unpaid six months after it is due and the Board resolves to end that member's membership; or
  - (d) the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a member and the Board resolves to end membership. The notice must contain a warning that membership may be ended; or
  - (e) the member dies or the organisation ceases to function or is wound up; or
  - (f) the member ceases to be a College Chair, College Head or National Committee Representative if this was the basis for the person being a member of the Charity
- 12.5 Membership of the Charity is not transferable.
- 12.6 The Board may suspend the rights of any member by giving the member notice in Writing of the suspension. During suspension the member continues to be a member of the Charity for the purposes of the Act but does not have the right to vote on members' resolutions.
- 12.7 Within 28 days of receiving that notice the member can appeal in Writing to the Charity against the suspension. If no appeal is received within the time limit, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the Board or a committee appointed by the Board. The member has the right to be heard at the meeting or may make written representations. The meeting must either confirm the suspension, in which case membership ends, or lift the suspension.

### **13. GENERAL MEETINGS**

- 13.1 Members are entitled to attend general meetings. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed. A general meeting may be called by shorter notice if this is agreed by at least 90 per cent of the members entitled to attend and vote at the meeting. The notice must include a statement informing members of their right to appoint a proxy.
- 13.2 There is a quorum at a general meeting if the number of members personally present is at least 25 of the members.
- 13.3 The Chairperson of the UWC Council or (if the Chairperson of the Council is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 13.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 13.5 Except for the Chairperson of the meeting, who has a second or casting vote, every member present in person has one vote on each issue.
- 13.6 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:
  - (a) it must be in Writing;
  - (b) in the case of a special resolution it must be Signed by at least 75 per cent of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
  - (c) in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
  - (d) it may consist of two or more documents in identical form Signed by members;
  - (e) the passing of the resolution must comply with any other requirements of the law from time to time.
- 13.7 To the extent deemed expedient by the Board, the Charity must hold an AGM in every year which all members are entitled to attend.

13.8 At an AGM, if held in any given year, the members:-

13.8.1 receive the accounts of the Charity for the previous financial year;

13.8.2 receive the Board Members' report on the Charity's activities since the previous AGM

13.8.3 appoint auditors for the Charity; and

13.8.4 deal with any other business put before them.

13.9 Any general meeting which is not an AGM is an EGM.

13.10 The Board may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if not less than ten per cent of the members of the Charity request it in writing, subject to the provisions of the Act. If ten per cent of the members, or other such proportion of members as is appropriate under the Act, does not give a whole number, this will be rounded up to the next whole number.

13.11 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the Chairperson of the Council or a member who is present. Members may vote by proxy.

13.12 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Charity.

13.13 A person holding a proxy may vote on any resolution.

13.14 A document appointing a proxy must be in Writing signed by or on behalf of the member. The document can be in the form set out in these Articles or in any other common form.

13.15 The member may in the document instruct the proxy how to vote on any resolution. If no instruction is given the proxy may vote as he or she chooses. Unless the number indicates otherwise in the document, the document is valid for any amendment of the resolution and for any adjournment of the meeting. If the member does not name a proxy, he or she will be deemed to have appointed the chairman of the meeting.





## **15. THE INTERNATIONAL BOARD OF DIRECTORS**

- 15.1 The Board Members as charity trustees have control of the Charity and its property and funds.
- 15.2 There may be up to 16 members of the International Board of Directors.
- 15.3 The Board should include:
  - 15.3.1 Three College Chairs, including the Chair of Chairs.
  - 15.3.2 Three College Heads, including the Chair of the Heads.
  - 15.3.3 Up to ten other individuals of whom at least three will be drawn from national committees according to the policy in force for the election of such members.
- 15.4 At least five members of the Board should be UWC alumni (and these persons may also meet one or more other criteria specified above).
- 15.5 The Officers of the Board will be the Chairperson of the Board (who shall not be a College Chair or a College Head); the Vice-Chair; and the Treasurer. The Officers are those Board Members who are appointed to the relevant roles by the Board on the recommendation of the Nominating and Governance Committee. For the avoidance of doubt the Officers are included within the maximum number of Board Members permitted under these Articles.
- 15.6 Members of the Board are elected by members of the UWC Council on the recommendation of the Nominating and Governance Committee.
- 15.7 Except as specified otherwise in these articles, a Board Member shall serve for an initial term of three years and if re-elected by the members of the UWC Council, a Board Member may serve for a second term of three years.
- 15.8 Officers and Committee Chairpersons may be re-elected by the members of the UWC Council for a third term of three years as Board Members if they continue as an Officer or Committee Chairperson but no person may serve more than two terms of three years as an Officer or Committee Chairperson, except that the International Board of Directors may renew the appointment of the Chairperson for a further period of one year.
- 15.9 College Chairs will be elected for up to two terms of three years, or up to three terms of three years in the case of Officers or Committee Chairs, or until they cease to be a College Chair, whichever is sooner.

- 15.10 College Heads will be elected for up to two terms of three years, or up to three terms of three years in the case of Officers or Committee Chairs, or until they cease to be a College Head, whichever is sooner.
- 15.11 Any Board member deemed to be a National Committee Representative will be elected for up to two terms of three years, or up to three terms in the case of Officers and Committee Chairs, or until they cease to be a National Committee Representative, whichever is sooner.
- 15.12 Any period served by a Board Member prior to the adoption of amended Articles of Association in 2009 will count towards a Board Member's maximum permitted term of office.
- 15.13 The Nominating and Governance Committee may at any time co-opt any person to fill a vacancy on the Board. Any such person will serve until the next meeting of the UWC Council and will be eligible for election by the UWC Council.
- 15.14 A Board Member ceases to hold office if he or she:-
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally (whether under English law or equivalent procedures under any other legal system); or
  - (b) becomes barred from membership of the Board because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
  - (c) becomes incapable whether mentally or physically of managing his or her own affairs; or
  - (d) resigns the office by notice in writing to the Charity but only if at least three Board Members will remain in office when the resignation takes effect; or
  - (e) is absent without acceptable cause from three consecutive meetings of the Board and is removed by a resolution of the Board; or
  - (f) is directly or indirectly involved in any contract or proposed contract with the Charity and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting which the Director attends after that interest arises (or such other way as is legally sufficient from time to time) and the Board resolves by two thirds of those present at the meeting to remove that Director; or

- (g) is removed from office under the Act;
- (h) is removed from office by a resolution of at least 75% of the other Directors at a Board meeting at which at least half of the serving Directors are present; or
- (i) ceases to be a member of the Charity under these Articles.
- (j) ceases to be a College Chair or College Head or National Committee Representative if this is the reason for their status as a member of the Board.

15.15 A general meeting of the Charity may remove any Director before the end of his or her period of office whatever the rest of these Articles or any agreement between the Charity and the Director may say. Removal can take place only by the Charity passing an ordinary resolution saying so. Member(s) of the Charity must give a notice to the Charity of the intention to remove a Director and/or appoint a replacement. At least 28 Clear Days' notice must be given to the Charity and all other requirements of the Act must be complied with. Once the Charity receives such notice it must immediately send a copy to the Director concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Director may require it to be read to the meeting.

15.16 A technical defect in the appointment of Board Members of which the Board Members are unaware at the time does not invalidate decisions taken at a meeting.

## **16. PROCEEDINGS OF INTERNATIONAL BOARD OF DIRECTORS**

- 16.1 The Board Members will normally hold at least three meetings each year. One meeting will be held alongside a meeting of the UWC Council.
- 16.2 A quorum at a meeting of the Board Members is thirty per cent of the Board Members.
- 16.3 A meeting of the Board Members may be held either in person or by suitable electronic means agreed by the Board Members in which all participants may communicate with all the other participants.
- 16.4 The Chairperson of the Board or (if the Chairperson of the Board is unable or unwilling to do so) a Vice Chairperson presides at each meeting.

- 16.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Board Members is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 16.6 Except for the Chairperson of the meeting, who has a second or casting vote, every Board Member has one vote on each issue.
- 16.7 A procedural defect of which the Board Members are unaware at the time does not invalidate decisions taken at a meeting.

## **17. POWERS OF INTERNATIONAL BOARD OF DIRECTORS**

The Board Members have the following powers in the administration of the Charity:-

- 17.1 To appoint (and remove) any person (who may be a Board Member) to act as Secretary to the Charity in accordance with the Act. The Board has discretion whether to appoint a Company Secretary.
- 17.2 To delegate any of their functions to committees. Each committee will be chaired by a Board Member. Except as specified otherwise in these articles or in the remits of committees as agreed by the International Board, the membership of each committee may include persons who are not members of the Board or UWC Council. Formation and membership of committees shall be a matter for the decision of the International Board if not specified in these Articles.
- 17.3 The Committees will be the Nominating and Governance Committee and such other committees as are decided by the Board from time to time.
- 17.4 The Committee Chairpersons shall be appointed by the International Board of Directors Chairperson in consultation with the Nominating and Governance Committee except in cases where by agreement of the Board Committee Chairpersons are elected or appointed by their members.
- 17.5 Committee members shall be appointed by the Nominating and Governance Committee on an annual basis, taking into account the remits of committees agreed by the Board.
  - 17.5.1 The Nominating and Governance Committee shall comprise five members: the Chairperson, who shall be a Board member, and four members of the UWC Council.

- 17.6 To make Standing Orders consistent with these Articles and the Act to govern proceedings at general meetings.
- 17.7 To make Rules consistent with these Articles and the Act to govern proceedings at their meetings and at meetings of committees.
- 17.8 To make Regulations consistent with these Articles and the Act to govern the administration of the Charity and the use of its seal (if any).
- 17.9 To establish procedures to assist the resolution of disputes within the Charity.
- 17.10 To exercise any powers of the Charity which are not reserved to a general meeting.

## **18. UWC COUNCIL**

- 18.1 The UWC Council will advise the Board on issues relating to the Charity's mission and ethos, strategy, philosophy, development and other matters referred to it by the Board.
- 18.2 The UWC Council will carry forward between six-yearly meetings of the UWC International Congress the responsibilities of the International Congress.
- 18.3 The UWC Council will have up to eighty members, including:
- The Chairperson who shall not be a member of the Board,
  - All College Chairs, except the three College Chairs currently serving as Board members;
  - All College Heads, except the three College Heads currently serving as Board members;
  - Persons drawn from national committees according to the policy in force for the appointment of such members, the number of whom shall be equivalent to the number of College Chairs on the UWC Council
  - Other members not covered by these categories.
- 18.4 At least twelve members of the UWC Council should be UWC alumni (and these persons may also meet one or more other criteria specified above).
- 18.5 The UWC Council shall also appoint, on the recommendation of the Nominating and Governance Committee, a Chairperson and a Vice-Chairperson, who will not be members of the Board.

18.6 Members of the UWC Council, other than the College Chairs and the College Heads, are appointed by the Board on the recommendation of the Nominating and Governance Committee. College Chairs and College Heads (apart from any time when they are serving on the Board) will remain members of the UWC Council for as long as they remain a College Chair or College Head. Other members of the UWC Council serve a term of three years and may be re-appointed for up to two further terms of three years. A Board member who did not serve on the Board as a College Chair or College Head may, on the recommendation of the Nominating and Governance Committee, be appointed as a UWC Council member within less than one year after the end of their term of office on the Board provided that no more than five such former Board members serve on the UWC Council simultaneously.

18.7 The UWC Council will meet at least once a year alongside a meeting of the Board.

## **19. RECORDS & ACCOUNTS**

19.1 The Board must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:-

19.1.1 annual reports

19.1.2 annual returns

19.1.3 annual statements of account.

19.2 The Board must keep proper records of:-

19.2.1 all proceedings at general meetings

19.2.2 all proceedings at meetings of the International Board of Directors and of the UWC Council

19.2.3 all reports of committees and

19.2.4 all professional advice obtained.

19.3 Accounting records relating to the Charity must be made available for inspection by any Board Member at any reasonable time during normal office hours and may be made available for inspection by members who are not Board Members if the Board Members so decide.

- 19.4 A copy of the Charity's latest available statement of account must be supplied on request to any Board Member or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months.

## **20. INDEMNITY OF TRUSTEES**

- 20.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee may otherwise be entitled the Charity may indemnify every Trustee out of the assets of the Charity against all costs and liabilities incurred by him or her which relate to anything done or omitted or alleged to have been done or omitted by him or her as a Trustee save that no Trustee may be entitled to be indemnified:

- (a) for any liability incurred by him or her to the Charity or any associated company of the Charity (as defined by the Act for these purposes);
- (b) for any fine imposed in criminal proceedings;
- (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (d) for any liability which he or she has incurred in defending any criminal proceedings in which he or she is convicted and such conviction has become final;
- (e) for any liability which he or she has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him or her; and
- (f) for any liability which he or she has incurred in connection with any application under the Act in which the court refuses to grant him or her relief and such refusal has become final.

- 20.2 To the extent permitted by law from time to time, the Charity may provide funds to every Trustee to meet expenditure incurred or to be incurred by him or her in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him or her as a Trustee, provided that he or she will be obliged to repay such amounts no later than:

- (a) in the event he is convicted in proceedings, the date when the conviction becomes final;



- (b) in the event of judgment being given against him or her in proceedings, the date when the judgment becomes final; or
- (d) in the event of the court refusing to grant him or her relief on any application under the Act, the date when refusal becomes final.

## **21. CONFLICTS OF INTEREST**

21.1 Where the duty of a Trustee under section 175(1) of Companies Act 2006 to avoid conflict of interest would otherwise be infringed in relation to a particular transaction or arrangement, the duty is not infringed if:

- (a) the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them;
- (b) any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee; and
- (c) the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted.

21.2 The Trustees shall also observe the rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest and to the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict that he or she has.

## **22. SERVICE OF NOTICES**

22.1 The Charity may give notice to any member either:

- (i) personally; or
- (ii) by delivering it or sending it by ordinary post to the member's registered address; or
- (iii) if the member has provided the Charity with a fax number, by sending it by fax to that member. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or
- (iv) if the member has provided the Charity with an e-mail address, by sending it by e-mail to that address. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or

(v) in accordance with the provisions for notice on a website set out below

If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Charity for that purpose or in accordance with (i), (iii), (iv) or (v) above.

22.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Charity receives no indication that it has not been properly sent.

22.3 If sent by post in accordance with this Article, the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and five clear days after posting if posted by second class or overseas post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been properly sent.

22.4 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.

22.5 Where a member has informed the Charity in Writing of his or her consent, or has given deemed consent in accordance with the Act, to receiving notices from the Charity by means of a website, notice will be validly given if the Charity sends that member a notification informing him or her that the documents forming part of the notice may be viewed on a specified website. The notification must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

## **23. DISSOLUTION**

The provisions of these Articles relating to dissolution of the Charity take effect as though repeated here.

## **24. INTERPRETATION**

In these Articles:-

24.1 'The Act' means the Companies Acts 1985, 1989 and 2006 (to the extent in force)

including any statutory modification or re-enactment thereof from time to time

'AGM' means an annual general meeting of the Charity

'these Articles' means these articles of association

'Board' means the International Board of Directors the members of which are charity trustees and company directors

'Chair of Chairs' means the person elected by the College Chairs to chair the College Chairs' Committee

'Chair of Heads' means the person elected by the College Heads to chair the College Heads' Committee

'the Charity' means the company governed by these Articles

'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993

'clear day' means 24 hours from midnight following the relevant event

'College Chair' means the chair of the governing body of a UWC College or a deputy chair or other senior member of the governing body given the responsibility by the governing body to fulfil this role so long as that person acts with the full authority of the governing body in doing so.

'College Chairs' Committee' and 'College Heads' Committee' mean the Committees established by the Board and comprising respectively the College Chairs and the College Heads of the UWC Colleges subject to those committees being in existence at the relevant time.

'College Head' means the principal of a UWC College

'the Commission' means the Charity Commission for England and Wales

'Committee Chairperson' means the chairperson of a committee of the Board

'Committee of National Committees' means the committee established by the Board comprising National Committee Representatives.

'EGM' means an extraordinary general meeting of the Charity

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

'material benefit' means a benefit which may not be financial but has a monetary value

'member' and 'membership' refer to membership of the Charity

'month' means calendar month

'National Committee Representative' means a person elected by national committees or otherwise, according to criteria and processes determined from time-to-time by the Board on the recommendation of the Nominating and Governance Committee, to serve on the Committee of National Committees, the UWC Council and/or the Board.

'the Objects' means the objects of the Charity as defined in Clause 3 of the Articles

'Officers' means the Chairperson of the Board, Vice-Chairperson of the Board and the Treasurer of the Board

'Secretary' means the secretary of the Charity

'Signed' means shall include faxes of signatures and other forms of authentication that are permitted by law

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects where the profits of the trade are subject to direct taxation

'Trustee' means a director of the Charity and 'Trustees' means all of the directors

'UWC' means United World Colleges

'UWC Council' means the body referred to in Clause 18

'written' or 'in writing' means written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax (to the extent legally permissible)

'year' means calendar year

24.2 Expressions defined in the Act have the same meaning.

24.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

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