

Company Number: 924280

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

# MEMORANDUM AND ARTICLES OF ASSOCIATION

THE FREWEN EDUCATIONAL TRUST LIMITED

Incorporated the 7th day of December 1967

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

THE FREWEN EDUCATIONAL TRUST LIMITED

(As amended by Special Resolution passed on the 4<sup>th</sup> January 2022)

1. \*The name of the Company is •THE FREWEN EDUCATIONAL TRUST LIMITED".
2. The registered office of the Company will be situate in England.
3. The Company is established for the following objects: -
  - (A) To promote the cause of education.
  - (B) In furtherance of that object to establish and carry on any school or schools; to acquire any school as a going concern subject to any liabilities relating thereto.
  - (C) To provide for the training and instruction of pupils with specific learning difficulties, in particular dyslexia, dyspraxia, dyscalculia and speech language and communication needs, in any school so acquired or established in every branch of learning and knowledge, in citizenship and in arts and crafts of all kinds and on the basis of Christian principles to provide such pupils with spiritual, moral, mental and physical training.
  - (D) In furtherance of the foregoing objects to do all or any of the following things: -
    - (1) To provide, erect, construct, lay down, carry out, enlarge alter, maintain, improve, equip, manage and superintend (and by subsidy or contribution or otherwise assist or take part in so doing) any school houses, boarding and residential houses for the use and accommodation of pupils and staff, classrooms, laboratories, gymnasiums, sanatoriums, playgrounds and playing fields, swimming baths, reading rooms, libraries and studios and generally any-buildings, works, machinery and conveniences that may be necessary for the promotion of the Company's objects.

\* The Company's name was changed by Special Resolution from "DOWN HOUSE EDUCATIONAL TRUST LIMITED" on the 26th July 1972.

(2) To receive donations and subscriptions for any of the purposes of the Company and to accept any such donations and subscriptions upon such terms and subject to such conditions as shall be thought fit.

(3) To create and administer and assist in the creation and administration of scholarships, exhibitions and bursaries, and where needed to provide financial assistance (either by the reduction or remission of fees or by such other means as shall be thought fit) for parents and guardians in the maintenance of pupils at any such school.

(4) To undertake and execute either gratuitously or otherwise any charitable trust the undertaking and execution whereof may be necessary to the attainment of the Company's objects or any of them.

(5) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Company's objects or any of them.

(6) To sell, exchange, let, mortgage, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Company as may be necessary with a view to the promotion of its objects.

(7) To borrow and raise money and secure or discharge any debt or obligation of the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.

(8) To invest any moneys of the Company not immediately required for its purposes in or upon such investments, securities or property of whatsoever nature as may be thought fit, and to vary the investment thereof in such manner as may from time to time be determined, but so that any moneys subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science or representing property so subject shall be invested only upon such investments and with such sanction (if any) as may for the time being be required by law.

(9) To establish and support or aid in the establishment and support of any charitable associations, institutions or trusts, and to subscribe or guarantee money for charitable purposes in any way connected with the objects of the Company or which may be calculated to further its interests or any of them.

(10) To provide for the welfare of persons who are or have been in the employment of the Company or who have been employed in connection with any such school, and the widows, families and dependents of such persons, by granting them pensions, allowances, gratuities and charitable aid, and to establish and support or aid in the establishment and support of any pension or superannuation funds or retirement benefit schemes.

(E) To do all such other things as are incidental to the attainment of the Company's objects or any of them:

Provided that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for 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.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion 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 6 per cent. per annum or 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 Governing Body shall be appointed to any salaried office of the Company other than Headmaster 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 Association to any member of the Governing Body, other than the Headmaster, 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 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 accept for any share or 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 its 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 amongst themselves such amount as may be required not exceeding one guinea.

7. If upon the winding up or dissolution of the Company there remains, after 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 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 upon the Company under or by virtue of Clause 4 of this Memorandum of Association, such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default by the Secretary of State for Education and Science and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

# THE COMPANIES ACTS 1948 to 1967

## COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

### ARTICLES OF ASSOCIATION OF

#### THE FREWEN EDUCATIONAL TRUST LIMITED

(As amended by Special Resolutions passed on the 9th October 1992, 20th May 1994 and 3rd February 1995)

#### GENERAL

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings (if not inconsistent with the subject or context) set opposite to them respectively in the second column thereof: -

| <u>WORDS</u>       | <u>MEANINGS</u>                                                                              |
|--------------------|----------------------------------------------------------------------------------------------|
| The Act            | The Companies Act 1948 (as amended by the Companies Act 1967).                               |
| These Articles     | These Articles of Association and the regulations of the Company from time to time in force. |
| The Company        | The Frewen Educational Trust Limited.                                                        |
| The Governing Body | The Governors for the time being of the Company.                                             |
| Governor           | A member of the Governing Body.                                                              |
| Office             | The registered office of the Company.                                                        |
| Seal               | The Common Seal of the Company.                                                              |

|                    |                                                                                                                                                            |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Secretary          | The Secretary of the Company or any person appointed for the time being to perform his duties.                                                             |
| The United Kingdom | Great Britain and Northern Ireland.                                                                                                                        |
| Month              | Calendar month.                                                                                                                                            |
| Year               | Year from 1st January to the 31st December inclusive.                                                                                                      |
| In writing         | Written, printed, lithographed, or photographed, 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 expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Articles

2. When any provision of the Act is referred to, the reference is to such provision as modified by any statute for the time being in force.

## MEMBERS

3. For the purpose of registration, the number of members of the Company is declared not to exceed 100, but the Governing Body may from time to time register an increase of members.

4. The subscribers to the Memorandum of Association and the persons named in Article 31 shall be members of the Company and also such other persons as, having consented in writing to become members, shall be admitted to be members by the Governing Body and whose names shall be entered on the register of members.

5. The rights and privileges of a member of the Company shall be personal to the member and shall cease on death.

6. Every member shall be subject to the provisions of these Articles in relation to his membership and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to his becoming a member.

7. A member may at any time by notice in writing to the Company resign his membership and the name of a member so resigning shall forthwith be removed from the register of members and he shall thereupon cease to be a member of the Company, but he may be re-admitted to membership. The Company shall also remove from the register of members the name of any member who shall die and whose death shall be proved to the satisfaction of the Company.

8. The Governing Body may resolve that any member of the Company not being a Governor shall cease to be a member of the Company, and forthwith upon the passing of any such resolution the member named therein shall cease to be a member of the Company and his name shall be removed from the register of members.

#### GENERAL MEETINGS

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

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

11. The Governing Body or its Chairman may, whenever it or he thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governing Body or its Chairman

#### NOTICE OF GENERAL MEETINGS

12. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are under the Articles of the Company entitled to receive such notices from the Company Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(B) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

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

#### PROCEEDINGS AT GENERAL MEETINGS

14. All business that is transacted at an Extraordinary General Meeting shall be deemed special, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Governing Body and of the Auditors and the fixing of the remuneration of the Auditors.

15. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, three members present in person shall be a quorum.

16. If within fifteen minutes 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 to such other day and at such other time and place as the Chairman of the meeting shall appoint, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the members present shall be a quorum

17. The Chairman (if any) of the Governing Body shall preside as Chairman at every General Meeting of the Company, but if there be no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice-Chairman (if any) of the Governing Body shall preside as Chairman of the meeting, but if there be no such Vice-Chairman, or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Governors present shall choose one of their number to be Chairman of the meeting.

18. If at any meeting no Governor shall be willing to act as Chairman, or if no Governor shall be present within fifteen minutes after the time appointed for holding the meeting, the members of the Company present shall choose one of their number to be Chairman of the meeting.

19. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Notice of an adjourned meeting shall be given as in the case of an original meeting except that the length of notice to be given shall be seven days at the least exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members of the Company present in person and entitled to vote unless a poll is (before or on the declaration of the result of the show of hands) demanded: -

(A) by the Chairman; or

(B) by at least three members present in person: or

(C) by any member or members present in person and representing not less one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, and an entry to that effect in the book containing the minutes of proceedings 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 such resolution.

The demand for a poll may be withdrawn.

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

22. If a poll is duly demanded 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.

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

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

25. Subject to the provisions of the Act, a resolution in writing signed by §11 the members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. The resolution may consist of more than one document in the like form, each signed by one or more than one person.

#### VOTES OF MEMBERS

26. Subject as hereinafter provided, every member of the Company shall have one vote, and no member shall vote by proxy.

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

28. No member shall be entitled to be present or to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid, but any

accidental admission of a vote which is not authorised under this Article shall not invalidate the resolution upon which it was given.

## GOVERNORS

29. Until otherwise determined by a General Meeting the number of Governors shall not be less than three but shall be whatever greater number for the time being is thought fit.

30. The first members of the Governing Body shall be The Hon. Harold Malcolm Ritchie, Admiral Sir John Byng Frewen, K.C.B. and such other persons as they and the subscribers of the Memorandum of Association or a majority of them shall by an instrument in writing under their hands appoint. Until such appointment the said Mr. Ritchie, the said Admiral Sir John Frewen and the said subscribers shall be deemed for all purposes to constitute the Governing Body.

31. The said Admiral Sir John Frewen shall be a life Governor and shall be entitled, subject to Clauses 37 and 45 of these Articles, to retain office as a Governor until he dies. The said Mr. Ritchie shall be entitled to retain office as a Governor during such time as he retains the position of Headmaster of Down House School, Brickwall, Northiam, aforesaid. During the time either the said Sir John Frewen or the said Mr. Ritchie holds such office as aforesaid he shall not be taken into account in determining the rotation of retirement of Governor

32. No person who is not a member of the Company shall be or act as a Governor

33. The Headmaster for the time being of any school owned or carried on shall ex officio be a member of the Governing Body but he shall not be entitled to vote as such member in respect of any question affecting a salary or any other matter in which he is financially interested and if he should so vote his vote shall not be counted nor shall he be reckoned for the purposes of constituting a quorum of the Governing Body. His appointment as a member of the Governing Body shall not be subject to the requirements of Article 40.

## POWERS OF THE GOVERNING BODY

34. The business of the Company shall be managed by the Governing Body, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised or done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting, subject, nevertheless, to the provisions of any statute or of these Articles and to such regulations, being not inconsistent with the aforesaid 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 Governing Body which would have been valid if that regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Governing Body or by any other Article.

35. The Governing Body may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets of any part

thereof and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

36. Subject to the provisions of the Company's Memorandum of Association and these Articles, the Governing Body may make rules with respect to the carrying into effect of all or any of the purposes of the Company or all or any of the provisions of these Articles.

37. (Deleted by Special Resolution passed on 3rd February 1995).

#### DISQUALIFICATION OF GOVERNORS

38. The office of a Governor 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 by notice in writing to the Company he resigns his office.

(D) If he ceases to hold office or is prohibited from holding office by virtue of any provision of the Act.

(E) If he absents himself from the meetings of the Governors during a continuous period of twelve months without special leave of absence from the Governors and they pass a resolution that he has by reason of such absence vacated office.

(F) If he is removed from office by a resolution passed by a majority of not less than two-thirds of the Governors at a meeting of the Governors whereat not less than one-half of the Governors for the time being are present.

39. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Governor shall vacate or be required to vacate his office as such on or by reason of his attaining or having attained the age of seventy or any other age, and any Governor retiring or liable to retire under the provisions of these Articles, and any person proposed to be appointed a Governor, shall be capable of being re-appointed or appointed, as the case may be, as a Governor notwithstanding that at the time of such reappointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Governor of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Governor or person proposed to be re-appointed or appointed as such.

#### RETIREMENT OF GOVERNORS BY ROTATION

40. At the first meeting of the Governing Body to be held after the Company's first Annual General Meeting and at the first meeting of the Governing Body to be held after the Company's Annual General Meeting in every subsequent year, one-third of the Governors for the time being, or if their number is not three or a multiple of three

then the number nearest one-third, shall retire from office, always subject to the provisions of Clause 31 of these Articles.

41. A retiring Governor shall retain his office until the conclusion of the meeting at which his successor is elected or until it is determined not to fill his place and may be re-elected.

42. The Governors to retire shall be those who shall at the date of retirement have been longest in office. As between persons who became Governors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

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

44. The Company may from time to time in General Meeting increase or reduce the number of Governors and may also determine in what rotation the increased or reduced number is to go out of office.

45. The Governing Body shall have power at any time and from time to time to appoint any person to be a Governor either to fill a casual vacancy or as an addition to the existing Governors, but so that the total number of Governors shall not at any time exceed the number fixed by or in accordance with these Articles.

46. Notwithstanding anything in these Articles, the Company may by Ordinary Resolution, of which special notice has been given to all members of the Company in accordance with section 142 of the Act, remove any Governor before the expiration of his period of office.

#### PROCEEDINGS OF THE GOVERNING BODY

47. The Governing Body or any committee of the Governing Body may meet together for the despatch 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 the case of an equality of votes the Chairman shall have a second or casting vote.

48. The Chairman of the Governing Body may, and on the request of three Governors the Secretary shall, at any time summon a meeting of the Governing Body. It shall not be necessary to give notice of a meeting of the Governing Body to any Governor who is for the time being absent from the United Kingdom.

49. The Governors for the time being may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or in accordance with these Articles as the necessary quorum of Governors it shall be lawful for them to act for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

50. The Governing Body shall from time to time elect from amongst their number a Chairman and a Vice-Chairman and may determine for what period they are respectively to hold office. The Chairman shall be entitled to preside at all meetings of the Governing Body at which he shall be present. If no Chairman is elected, or if at any meeting he is not present within five minutes after the time appointed for holding the meeting, the Vice-Chairman shall act as Chairman of the meeting, and if no Vice-Chairman is elected, or if at any meeting he is not present within five minutes after the time appointed for holding the meeting, the Governors present shall choose one of their number to be Chairman of the meeting. A Chairman elected without any determination of the period for which he is to hold office shall be deemed to have been elected for a term of three years if he shall so long remain a Governor. A retiring Chairman may be re-elected. The Governing Body may fill any casual vacancy in the office of Chairman, but any Governor appointed to fill such a vacancy shall be entitled to continue in office only so long as he shall remain a Governor or so long as the Chairman in whose place he is appointed would (if continuing to be a Governor) have been entitled to continue in office, whichever period shall be the shorter.

51. A meeting of the Governing Body 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 Governing Body generally.

52. The Governing Body may delegate any of their powers (other than the power to borrow) to committees consisting of such Governor or Governors as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Governing Body. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Governing Body so far as applicable and so far as the same shall not be superseded by any regulations made by the Governing Body as aforesaid.

53. All acts bona fide done by any meeting of the Governing Body or of any committee of the Governing Body or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Governor or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor.

54. The Governing Body shall cause proper minutes to be made in books provided for the purpose of all appointments of officers made by the Governing Body and of the names of the Governors present at each meeting of the Governing Body and of any committee of the Governing Body, and of all resolutions and proceedings at all meetings of the Company and of the Governing Body and of committees of the Governing Body, and any minutes of any meeting, if purporting to be signed by the Chairman of that meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.

55. A resolution in writing signed by all the members for the time being of the Governing Body or of any committee of the Governing Body entitled to receive notice of a meeting of the Governing Body or of any such committee of the Governing Body (as the case may be) shall be as valid and effectual as if it had been passed at a

meeting of the Governing Body or of such committee duly convened and held. The resolution may consist of more than one document in the like form, each signed by one or more than one person.

#### SECRETARY

56. The Secretary shall be appointed by the Governing Body for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Governing Body.

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

#### THE SEAL

58. The Governing Body shall provide for the safe custody of the seal, which shall only be used by the authority of the Governing Body or of a committee of the Governing Body authorised by the Governing Body in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor or by some other person appointed by the Governing Body for the purpose.

#### HONORARY OFFICERS

59. The Governing Body may at any time and from time to time appoint any person, whether a member of the Company or not, to be President or a Vice-President or a Patron of the Company, but such offices shall be honorary offices only carrying no executive duties or responsibilities and no voting powers.

#### ACCOUNTS

60. The Governing Body 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 the receipt and expenditure takes 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 Company's affairs and to explain its transactions.

61. 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 Governing Body shall think fit and shall always be open to the inspection of the Governors.

62. The Governing Body 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 Governors, and no member (not being a Governor) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Governing Body or by the Company in General Meeting.

63. The Governing Body shall from time to time in accordance with sections 148, 150 and 157 (as amended) of the Act cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall, not less than twenty-one clear days before the date of the meeting, be sent to every member and to every holder of debentures of the Company Provided that (A) this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. (8) If the copies of the documents aforesaid are sent less than twenty-one days before the date of the meeting, they shall, notwithstanding that fact, be deemed to have been duly sent if it so agreed by all the members entitled to attend and vote at the meeting.

#### AUDIT

65. 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.

66. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 19 of the Companies Act 1967, the Governors being treated as the Directors mentioned in those sections.

#### NOTICES

67. A notice or other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to him at his registered address as appearing in the register of members.

68. Any member described in the register of members by an address not within the United Kingdom who shall from time to time given an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at that address.

69. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the notice is posted.

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

(A) every member of the Company except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices of them; and

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

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