

Company number: 992490

Companies Act 2006

**Certificate of passing of a special resolution
of
City and Guilds Art School Property Trust ("the Charity")**

Passed on 7 March 2006

The following resolution was duly passed as a special resolution by the members of the Charity on 7 March 2006 by written resolution.

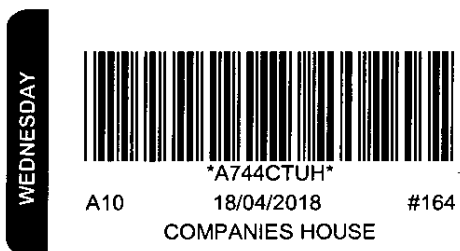
SPECIAL RESOLUTION

It is hereby resolved by way of special resolution that the draft Articles of Association attached hereto be and are hereby approved and adopted as the Articles of Association of the Charity in substitution for and to the exclusion of all existing Articles of Association of the Charity.

Signed: *Richard X. Martin*

Chairman

Date: *30 May 2014*



THE COMPANIES ACT 1985

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

ARTICLES OF ASSOCIATION

-of-

CITY AND GUILDS OF LONDON ART SCHOOL LIMITED

1

In these regulations—

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

"the articles" means the articles of the school.

"the auditors" means the accountants or auditors of the school for the time being

"the board of trustees" means the board of directors for the time being for the school

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"communication" means the same as in the Electronic Communications Act 2000.

"electronic communication" means the same as in the Electronic Communications Act 2000.

"executed" includes any mode of execution.

"month" means a calendar month

"office" means the registered office of the school.

"the school" means the above named company

"the seal" means the common seal of the school.

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

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

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

MEMBERS

1. The subscribers to the memorandum of association of the school and such other persons as are admitted to membership in accordance with the articles shall be members of the school. No person shall be admitted a member of the school unless he is approved by the trustees. Every person who wishes to become a member shall deliver to the school an application for membership in such form as the trustees require executed by him.
2. The number of members with which the school proposes to be registered is fifteen, but the board of trustees may from time to time register an increase or decrease of members.
3. The provisions of s.352 of the Act shall be observed by the school, and every member of the school shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The school is established for the purposes expressed in the Memorandum of Association.
5. A member may at any time withdraw from the school by giving at least one month's notice in writing to the school. Membership shall not be transferable and shall cease on death.
6. The board of trustees may at any time, by notice in writing served as hereafter provided, require a member to withdraw from the school, and the person so required to withdraw shall at the expiration of one month from such notice being given cease to be a member.

GENERAL MEETINGS

7. The school shall hold a general meeting every calendar year as its annual general meeting at such time and place as may be determined by the board of trustees and shall specify the meeting as such in the notice calling it.
8. All general meetings other than annual general meetings shall be called extraordinary general meetings.
9. The board of trustees may whenever they think fit call extraordinary general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than six weeks after receipt of the requisition. If there are not

within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the school may call a general meeting.

NOTICE OF GENERAL MEETINGS

10. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed—

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote.

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

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

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 shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at any 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 of trustees and of the auditors, the election of members of the board of trustees in the place of those retiring, and the appointment of, and the fixing of the remuneration of the auditors.

15. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a member, shall be a quorum.

16. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the board of trustees 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 constitute a quorum.

17. The chairman, if any, of the board of trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
18. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
19. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
20. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded—
 - (a) by the chairman;
 - (b) by at least three members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; orand a demand by a person as proxy for a member shall be the same as a demand by the member.
21. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
22. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
23. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of

the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
26. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
27. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
28. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

29. Subject to hereinafter provided, every member shall have one vote.
30. 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 school in respect of his membership, shall be entitled to vote of any question either personally or by proxy for another member at any general meeting.
31. 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 s.375 of the Act. A proxy need not be a member.
32. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters

concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

33. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

34. 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 corporation under its common seal, if any, and if none, then under the hand of some duly authorised officer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve)—

" Limited I,, of, being a member of the above-named school, hereby appoint the Chairman of the meeting or failing him, of, as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the school to be held on 20, and at any adjournment thereof.

Signed on 20"

35. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve)—

".. .. . Limited I,, of, being a member of the above-named school, hereby appoint the Chairman of the meeting, or failing him of, as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the school, to be held on 20.., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 20"

36. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the trustees may—

(a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the school in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(aa) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications-

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the school in relation to the meeting, or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by the school in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any trustee;

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

In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

37. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority or death or insanity of the person voting or demanding a poll unless notice of the determination was received by the school at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

BOARD OF TRUSTEES

38. Until otherwise determined by ordinary resolution, the number of trustees shall be not less than seven and not more than fifteen.
39. The board of trustees (subject to the provisions of the next article) may from time to time and at any time appoint any member of the school as a member of the board of trustees, either to fill a casual vacancy or by way of an addition to the board of trustees, provided that the prescribed maximum is not 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.
40. No person in any circumstance shall be eligible to hold office as a member of the board of trustees unless:
- (a) he is a member of the school, and
 - (b) he receives a majority of the votes of the existing board of trustees.

POWERS OF THE BOARD OF TRUSTEES

41. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the school shall be managed by the trustees who may exercise all the powers of the school. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all powers exercisable by the trustees.

DELEGATION OF TRUSTEES' POWERS

42. The board of trustees may appoint any committee consisting of one or more trustees on investment, development, membership, ethics, cooperation, education, legislation and publicity and such other committees as they shall

deem advisable to further the interests of the school and its members, and to delegate to such committees such power and authority as the board of trustees shall deem advisable. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the board of trustees. The board of trustees may in its discretion appoint third parties to assist a committee in the performance of its duties. The meetings and proceedings of any such committee shall be governed by the provision of the articles for regulating the meetings and proceedings of the board of trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the board of trustees.

APPOINTMENT AND RETIREMENT OF TRUSTEES

43. At every annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.
44. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
45. If the school, at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
46. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless—
 - (a) he is recommended by the trustees; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the school of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the school's register of trustees together with notice executed by that person of his willingness to be appointed or reappointed.
47. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the school of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall

give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the school's register of trustees.

48. Subject as aforesaid, the school may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
49. The trustees may appoint a person who is willing to act to be a trustee, either to fill a vacancy or as an additional trustee, provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
50. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
51. The school may from time to time in general meeting increase or reduce the number of members of the board of trustees and determine in what rotation such increased or reduced number shall go out of office, and may be subject to article 40 make the appointments necessary for effecting any such increase.
52. In addition and without prejudice to the provisions of section 303 of the Act, the school may by extraordinary resolution remove any member of the board of trustees before the expiration of his period of office and may by an ordinary resolution appoint another eligible member in his place; 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.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

53. The office of a trustee shall be vacated if—

(a) he ceases to be a trustee by virtue of any provision of the Act or he becomes prohibited by law from being a trustee; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be, suffering from mental disorder and either—

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

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

(d) he resigns his office by notice to the school; or

(e) he shall for more than six consecutive months have been absent without permission of the trustees from meetings of trustees held during that period and the trustees resolve that his office be vacated.

TRUSTEES' EXPENSES

54. The trustees may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties.

TRUSTEES' INTERESTS

55. Subject to the provisions of the Act, and provided that he has disclosed to the trustees the nature and extent of any material interest of his, a trustee notwithstanding his office—

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the school or in which the school or in which the school is otherwise interested;

(b) may be a trustee or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the school or in which the school is otherwise interested; and

(c) shall not, by reason of his office, be accountable to the school for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

56. For the purposes of regulation 56—

(a) a general notice given to the trustees that a trustee is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the trustee has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a trustee has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF TRUSTEES

57. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
58. The quorum for the transaction of the business of the trustees may be fixed by the trustees and unless so fixed at any other number shall be three.
59. The continuing trustees or a sole continuing trustee may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
60. The trustees may appoint one of their number to be the chairman of the board of trustees and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
61. All acts done by a meeting of trustees or of a committee of trustees shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
62. A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees shall be as valid and effectual as it if had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held and may consist of several documents in the like form each signed by one or more trustees.
63. Save as otherwise provided by the articles, a trustee shall not vote at a meeting of trustees or of a committee of trustees on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the school unless his interest or duty arises only because the case falls within one or more of the following paragraphs—

(a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the school or any of its subsidiaries;

(b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the school or any of its subsidiaries for which the trustee has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures, or other securities of the school or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the school or any of its subsidiaries for subscription, purchase or exchange.

64. For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the school), connected with a trustee shall be treated as an interest of the trustee.

65. A trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

66. Where proposals are under consideration concerning the appointment of two or more trustees to offices or employments with the school or any body corporate in which the school is interested the proposals may be divided and considered in relation to each trustee separately and (provided he is not for another reason precluded from voting) each of the trustees concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

67. If a question arises at a meeting of trustees or of a committee of trustees as to the right of a trustee to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any trustee other than himself shall be final and conclusive.

SECRETARY

68. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The provisions of ss.283 and 284 of the Act shall apply and be observed. The board of trustees may from time to time resolve to appoint an assistant or deputy secretary, and the person so appointed may act in place of the secretary if there is no secretary or no secretary capable of acting.

MINUTES

69. The trustees shall cause minutes to be made in books kept for the purpose—

- (a) of all appointments of officers made by the trustees; and
- (b) of all proceedings at meetings of the school, and of the trustees, and of committees of trustees, including the names of the trustees present at each such meeting.

THE SEAL

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

ACCOUNTS

71. The board of trustees shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the school and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods by the school; and
- (c) the assets and liabilities of the school.

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 school and to explain its transactions.

72. The books of account shall be kept at the office, or, subject to subject to s.222(1) of the Act, at such other place or places as the board of trustees shall think fit, and shall always be open to inspection of the board of trustees.

73. The board of trustees 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 school or any of them shall be open to the inspection of members not being on the board of trustees, and no member (not being a trustee) shall have any right of inspecting any account or book or document of the school except as conferred by statute or authorised by the board of trustees or by the school in general meeting.

74. At the annual general meeting in every year the board of trustees shall lay before the school a proper income and expenditure account for the period since the last preceding account made up to a date not more than ten 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 of trustees and the auditors, and copies of such account, balance sheet and reports (all of which shall be so 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 date of the meeting, subject nevertheless to the provisions of s.238(4) 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 sent to such persons as required by s.238 of the Act.

AUDIT

75. Once at least in every year the accounts of the school 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.
76. The auditors shall be appointed and their duties regulated in accordance with ss.235 to 237 of the Act, the members of the board of trustees being treated as the trustees mentioned in those sections.

NOTICES

77. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the trustees) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

78. The school may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the school by the member. A member whose registered address is not within the United Kingdom and who gives to the school an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the school.

In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

79. A member present, either in person or by proxy, at any meeting of the school shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
80. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

81. Subject to the provisions of the Act but without prejudice to any indemnity to which a trustee may otherwise be entitled, every trustee or other officer or auditor of the school shall be indemnified out of the assets of the school against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the school.

DISSOLUTION

82. Clause 7 of the memorandum of association relating to the winding up and dissolution of the school shall have effect as if the provisions thereof were repeated in these articles.