

CRN: 01239120

INTERNATIONAL HOUSE TRUST LIMITED
(Formerly English Language Services International Limited)

~~NOTICE OF EGM~~
RESOLUTION

The Board of Governors hereby gives NOTICE that an Extraordinary General Meeting of the Members of the above-named company will be held on 25th November 2003 at [address] at [time] to consider and, if thought fit, pass the following resolution as a special resolution:

THAT:

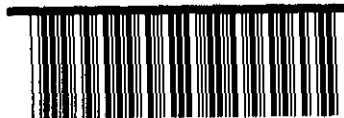
1. The Memorandum of Association of the Foundation be altered as follows:-
 - 1.1 By the deletion of clause 3(xiv)(d).
 - 1.2 In clause 4, by the deletion of the words '*member of the Board of Governors or Governing Body*' wherever it occurs and the substitution of '*Trustee*' in its place.
2. The Regulations set forth in the printed document attached to this Notice be approved and adopted as the Articles of Association of the Foundation in substitution for, and to the exclusion of, all the existing Articles thereof.

Signed

Anne Peters

Company Secretary DIRECTOR

Dated: 25 November 2003



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COMPANIES HOUSE

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09/01/04

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not Having a Share Capital

**Articles of Association
of
International House Trust Limited**

Interpretation

1. In these Articles and the Memorandum the following terms shall have the following meanings:-

Term	Meaning
1.1 "Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
1.2 "address"	in relation to electronic communications includes any number or address used for the purpose of such communication
1.3 "Articles"	these Articles of Association of the Foundation
1.4 "clear days"	in relation to the period of a notice, 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
1.5 "electronic communications"	has the meaning ascribed to it in the Electronic Communications Act 2000
1.6 "electronic signature"	has the meaning ascribed to it in the Electronic Communications Act 2000

- 1.7 "Foundation" International House Trust Limited
- 1.8 "in writing" means written, printed or transmitted writing including by electronic communication
- 1.9 "Memorandum" the Memorandum of Association of the Foundation
- 1.10 "Secretary" the secretary of the Foundation
- 1.11 "Trustee or Trustees" the director and directors as defined in the Act
2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Foundation

Members

3. The Trustees from time to time shall be the only members of the Foundation. Membership shall not be transferable and shall cease on death. A member shall cease to be a member if he or she ceases to be a Trustee.

Associate Members

4. The Trustees may establish such classes of associate membership with such description and with such rights as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make provided that no such associate members shall be members of the Foundation for the purposes of the Articles or the Act.

Patrons

5. The Trustees may appoint and remove any individual(s) as patron(s) of the Foundation and on such terms as they shall think fit. The Trustees may invite a patron to attend and speak (but not vote) at any general meeting of the Foundation but otherwise a patron shall have no right to be given notice of, to attend or speak (or vote) at any general meeting of the Foundation. A patron shall have the right to receive accounts of the Foundation when available to members.

Trustees

Number of Trustees

6. There shall be at least five but no more than fifteen Trustees.

Appointment, retirement, removal and disqualification of Trustees

7. Trustees shall be appointed by resolution of the Trustees for an initial term of up to three years, renewable by resolution of the Trustees for a further term of three years and, in the case of a Trustee who is also the chair or a former chair, renewable by resolution of the Trustees for a third term of three years. A Trustee who has served a maximum continuous term of six years (or, in the case of a Trustee who is the chair or a former chair, has served a maximum continuous term of nine years) shall remain out of office for at least three years.
8. At each annual general meeting (or if no AGM is held, on the anniversary of the incorporation of the Foundation) one third, or the number nearest to one third of the Trustees, being those who have been longest in office shall retire from office. Where more than one third of Trustees have served for the same period of time the Trustees shall agree amongst themselves which Trustees shall retire, or in the event that agreement cannot be reached, the decision shall be made by lot.
9. If the retirement of a Trustee causes the number of Trustees to fall below that set out in Article 6 then the retiring Trustee shall continue to remain in office until a new appointment is made.
10. The notice of any meeting at which a person is proposed to be appointed a Trustee shall give the particulars of that person which would, if he or she was so appointed or re-appointed, be required to be included in the Foundation's register of members.
11. No person may be appointed as a Trustee:
- 11.1 unless he or she has attained the age of 18 years; or
- 11.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of these Articles.
12. The office of a Trustee shall be vacated if:-
- 12.1 he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee;
- 12.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

- 12.3 the Trustees reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
- 12.4 he or she resigns by notice to the Foundation (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);
- 12.5 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;
- 12.6 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees;
- 12.7 he or she ceases to be a member of the Foundation.

Powers of Trustees

13. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Foundation shall be managed by the Trustees who may exercise all the powers of the Foundation. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
14. The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees.
15. The Trustees may appoint one of their number to be the chair of the Trustees and may at any time remove him or her from that office.
16. The Trustees may appoint one of their number to be the vice-chair of the Trustees and may at any time remove him or her from that office.
17. All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.
18. Subject to the provisions of the Articles the Trustees may regulate their proceedings as they think fit.

Delegation of Trustees' powers

19. The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Foundation for such purposes and on such conditions as they determine.
20. The Trustees may delegate any of their powers to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Foundation to any person or committee in accordance with the conditions set out in these Articles.

Delegations to committees

21. In the case of delegation of powers to committees:
 - 21.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 21.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
 - 21.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary;
 - 21.4 all delegations under this Article shall be revocable at any time;
 - 21.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
 - 21.6 no committee shall incur expenditure on behalf of the Foundation except in accordance with a budget which has been approved by the Trustees.
22. For the avoidance of doubt, the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.
23. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

Delegations of day to day management powers

24. In the case of delegation of the day to day management of the Foundation to a chief executive or other manager or managers:
 - 24.1 the delegated power shall be to manage the Foundation by implementing the policy and strategy adopted and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
 - 24.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
 - 24.3 the manager shall report regularly to the Trustees on the activities undertaken in managing the Foundation and provide them regularly with management accounts sufficient to explain the financial position of the Foundation.

Meetings

Trustees' meetings

25. Two Trustees may (and the Secretary shall at the request of two Trustees) call a Trustees' meeting.

Annual general meetings

26. Subject to the passing of an elective resolution dispensing with the need to hold an annual general meeting and to the provisions of the Act, the Foundation shall hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.

Extraordinary general meetings

27. Any two Trustees may (and the Secretary shall at the request of two Trustees) call an extraordinary general meeting at any time.

Length of notice

28. An annual general meeting and a general meeting called to pass a special or elective resolution shall be called by at least 21 clear days' written notice and any other general meeting shall be called by at least 14 clear days' written notice unless the Act requires a longer notice period.

29. A Trustees' meeting shall be called by at least seven clear days' notice unless urgent circumstances require shorter notice.
30. When a meeting is adjourned for fourteen 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.
31. A meeting may be called by shorter notice if it is so agreed by everyone entitled to attend and vote at it.

Contents of notice

32. Every notice calling a meeting shall specify the place, day and time of the meeting, whether it is a Trustees', extraordinary general or annual general meeting, and the general nature of the business to be transacted. If a special or extraordinary resolution is to be proposed at a general meeting, the notice shall include the proposed resolution and specify that it is proposed as a special or extraordinary resolution.

Service of notice

33. Notice of meetings shall be given to each person entitled to vote at the meeting and in the case of extraordinary general meetings and annual general meetings notice shall also be given to the auditors of the Foundation.

Quorum

34. No business shall be transacted at any meeting unless a quorum is present. Four people present and entitled to vote shall be a quorum. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and places the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

Chair

35. The chair, if any, of the Trustees or in his or her absence the vice-chair or in his or her absence another Trustee nominated by the Trustees shall preside as chair of each meeting.

Adjournment

36. The chair 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.

Voting

37. Every person present and entitled to vote shall have one vote. A resolution put to the vote of a meeting shall be decided on a show of hands.
38. A declaration by the chair 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.
39. Except where otherwise required by the Act, questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Irregularities

40. The proceedings at any meeting shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Act.
41. 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 chair whose decision shall be final and binding.

Conflicts of interest

42. Whenever a person has a personal interest in a matter to be discussed at a meeting, and whenever a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Foundation in relation to a matter to be discussed at a meeting, he or she must:
- 42.1 declare an interest before discussion begins on the matter;
 - 42.2 withdraw from that part of the meeting unless expressly invited to remain;
 - 42.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
 - 42.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

Written resolutions

43. A resolution in writing signed (including by way of electronic signature) by each person who would have been entitled to vote upon it if it had been proposed at a meeting at which he or she was present shall be as valid and effectual as if it had been passed at a meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more of those entitled to vote. The date of a written resolution shall be the date on which the last person signs.

Virtual meetings

44. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

General

Secretary

45. The Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them.

Minutes

46. The Trustees shall cause minutes to be made in books kept for the purpose:-

46.1 of all appointments of officers made by the Trustees; and

46.2 of all proceedings at meetings of the Foundation and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Foundation, be sufficient evidence of the proceedings.

Records and accounts

47. The Trustees shall comply with the requirements of the Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:

47.1 annual reports;

47.2 annual returns;

47.3 annual statements of account.

Notices

48. Any notice to be given to or by any person pursuant to the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Trustees need not be in writing.

49. The Foundation 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 or her registered address or by leaving it at that address or by

electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him/her.

50. A member present at any meeting of the Foundation shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
51. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, 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 transmitted.

Indemnity

52. 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 of the Foundation shall be indemnified out of the assets of the Foundation:
 - 52.1 against all costs charges expenses or liabilities incurred by him or her:
 - (a) in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted; and
 - (b) in connection with any application in which relief from liability is granted to him or her by the court

where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Foundation; and

- 52.2 against all costs, charges, losses, expenses or liabilities incurred by him or her in the proper execution and discharge of his or her duties or in relation to the Foundation.

Winding-up

53. The provisions of clauses 6 and 7 of the Memorandum relating to the winding-up or dissolution of the Foundation shall have effect and be observed as if the same were repeated in the Articles.

Names, Addresses and Descriptions of Subscribers

Anthony Sampson

27 Ladbroke Grove, London W11

English Speaking Union

Lewis George Alexander

Garden House, Weydown Road, Haslemere, Surrey SU27 1PT

Author

Malcum Rider Campbell

35 Ladbroke Square, London W11 3NB

Company Director

Donald Biddle

33 Welbeck Street, London W1

Accountant

David Arthur Wilkins

Long Garden, Shinfield Road, Reading

University Lecturer

Sybil Dawson Eccles

6 Barton Street, London SW1

Deputy Chairman English Speaking Union

Hugh Raymond Howse

88 Clifford Road, New Barnet, Herts.

BBC Executive

Dated this 1st day of December, 1975.