



COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

[] [] [] []

201151A

Name of company

* insert full
name of Company

THE ROUND SQUARE CONFERENCE

I, CHRISTOPHER BRIAN CARR

of 156 HIGH STREET, DORKING, SURREY, RH4 1BQ

1 delete as
appropriate

do solemnly and sincerely declare that I am a (Solicitor engaged in the formation of the company)†
(person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2))† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at

Declarant to sign below

156 High Street,
DORKING, Surrey

the 2nd day of April

One thousand nine hundred and eighty-six
before me B. J. F. [Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

[Signature]

Presenter's name address and
reference (if any):

D & D LAW AGENCY
SERVICES LIMITED
50 Lincoln's Inn Fields
London WC2A 3PF

For official Use

New Companies Section

Post room

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-OF-

THE ROUND SQUARE CONFERENCE

1. The Company's name (hereinafter called "the Association") is "THE ROUND SQUARE CONFERENCE".

2. The Association's Registered Office is to be situated in England and Wales.

3. The object for which this Association is formed is the advancement of education anywhere in the world with particular reference to the principles set out in the Appendix hereto and in furtherance of the above object but not further or otherwise and only to the extent to which the same may lawfully be exercised by a body having exclusively charitable objects the Association shall have the following powers:-

(i) To engage in educational activities on behalf of people of all ages in all parts of the world.

(ii) To promote the aims of the Round Square Conference as set out above in co-operation with and in support of schools and other educational establishments by means of co-operation and regular conferences.

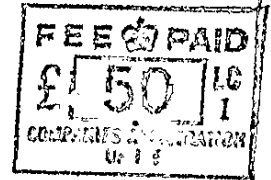
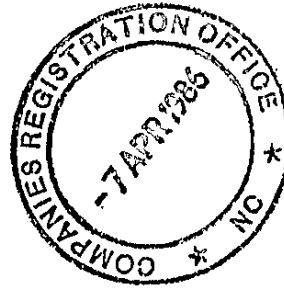
(iii) To establish and carry on courses and conferences for the education of people of all ages and to provide for the delivery and holding of lectures demonstrations and others forms or tuition, exhibitions, public meetings.

(iv) to undertake, accept, execute and administer any charitable trusts without remuneration;

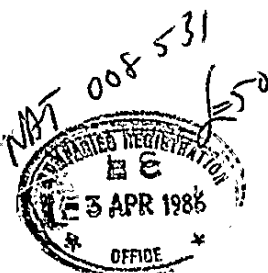
(v) To found, subsidise, manage and assist any charitable Funds, Associations or Institutions calculated or intended to assist the Association;

(vi) to accept any gift or donation of property, devise, legacy or annuity, subscription or contribution, whether subject to any special trusts or not, for the purposes or object of the Association or any branch thereof;

(vii) to take such steps as may from time to time be necessary for the purpose of promoting the object of the Association, or of procuring contributions to its funds by way of gifts, donations,



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subscriptions, legacies, devises or in any other manner;

- (viii) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its object and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association;
- (ix) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association subject to any legal consents that may be required;
- (x) to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit subject to any legal consents that may be required;
- (xi) to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (xii) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects;
- (xiii) to do all such other lawful things as are necessary for the attainment of the above charitable purposes;

Provided that:

- (a) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The Association's objects shall not extend to the regulation of relations between workers and employees or organisation of workers and organisations of employers.
- (c) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or

consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. ✓ The income and property of the Association, NB
whencesoever derived, shall be applied solely towards the promotion of the object of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, in return for any services actually rendered to the Association nor prevent the payment of interest at a rate per annum not exceeding Two per cent (2%) less than the minimum lending rate prescribed for the time being of the Association's Bank, or 3% whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of Council of Management or Governing Body may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited. ✓

Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ONE POUND (£1.00)

7. ✓ If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the object of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object. Diss

THE APPENDIX above referred to

The aims of THE ROUND SQUARE CONFERENCE as agreed at a Meeting held at Box Hill School on the 13th June 1968 and set out by Henry Brereton in relation to the associated schools in the following terms:-

1. They are concerned with the "whole man or woman", and regard as educationally relevant a wide range of human activities which they seek to include in the school programme or deliberately to encourage outside it. This is not to be taken to imply that they are less concerned with the training of the mind than other schools, rather the reverse. But they recognise that intellectual quality is itself furthered by discipline and self-confidence learnt in other fields, by a basis of positive health, and by an imagination well exercised in fields of practical enterprise in the arts.
2. They recognise the need to train the young on the one hand to develop their particular gifts as individuals to the full and on the other to be willing to sacrifice a measure of freedom and self interest on behalf of the community. They look upon these two aspects of training, which must sometimes seem to conflict, as being nevertheless inter-dependant. "The good life is dependant on the good state."

3. They believe that the structure of the school community should depend to a large extent upon pupils themselves so that it would in a visible way break down if there was any general failure to respond to the various graded responsibilities. This is not to imply that the pupils can run the school; their responsibilities will be only part of a framework which must in essential sections be held together by adults. There is always the aim of partnership between adults and senior pupils and between seniors and juniors. Therefore, there is also the aim to develop a basis a mutual respect and trust in all parts of the school. To this end self discipline is regarded as a more worthwhile control than imposed discipline. Both, however, have their function in all the schools, and the results of these disciplines must be clearly discernable even if their operation is not conspicuous.
4. Important emphasis is placed upon training for service and it is suggested that service to the less fortunate is an obligation all should be trained to offer with competence. While the founder schools in the Conference accepted Christian teaching as basic to their aims - and this idea of service could scarcely have reached such dominant importance in the education without that teaching - yet the acceptance of the obligation to educate for service, rather than the profession of a particular religion, will be the basis of membership.
5. Schools generally have to be a compromise between educational ideals and what is financially practicable. The latter should not kill the purpose of enabling boys and girls to experience the enrichment of sharing their lives in school with others from dissimilar backgrounds. Familiarity with a wide range of human circumstance, during the years when attitudes are flexible, but hardening is felt to be of first importance in 20th Century education.
6. Whilst the Round Square Conference is an association of schools in different countries which encourages co-operation across national frontiers, each school acknowledges local allegiance.

WE, the subscribers to this memorandum of association,
wish to be formed into a company pursuant to this
memorandum.

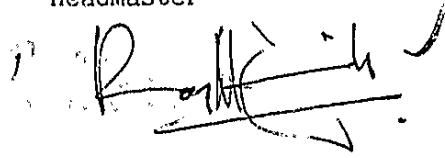
NAMES AND ADDRESSES OF SUBSCRIBERS

NAME ROY McCOMISH

ADDRESS Box Hill School, Mickleham Dorking Surrey RH5 6EA

OCCUPATION Headmaster

SIGN

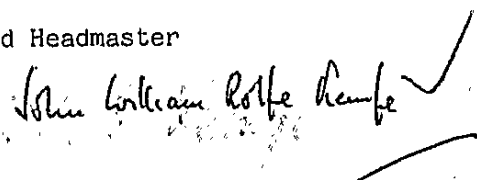


NAME JOHN WILLIAM ROLFE KEMPE

ADDRESS Two Gates Old North Road Wansford Near Peterborough PE8 6LB

OCCUPATION Retired Headmaster

SIGN




Dated the 18th day of April 1986.
WITNESS to the above Signatures:-

NAME CHRISTOPHER BRIAN CARR

ADDRESS 156 High Street Dorking Surrey RH4 1BQ

OCCUPATION Solicitor

SIGN



THE COMPANIES ACT 1985 ✓

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

THE ROUND SQUARE CONFERENCE ✓

GENERAL

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

2011514

WORDS

MEANINGS

The Act

The Companies Act 1985 ✓
and every statutory
modification or re-
enactment thereof for
the time being in
force.

These Presents

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

The Association

The above-named Company

The Council

The Council of
Management for the
time being of the
Association.

The Office

The registered office
of the Association.

The Seal

The common seal of the
Association.

The United Kingdom

Great Britain and
Northern Ireland.

In writing

Written, printed or
lithographed, or partly
one and partly another,
and other modes of
representing or
reproducing words in a

visible form.

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

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

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

3. The provisions of sections 352 and 353 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Association.

PROVIDED:-

- (a) That without restricting the powers of the Council to Admit to membership other persons for particular purposes as shall be minuted at the time of such appointment the intention is that new members shall be Heads of schools or other educational establishments pursuing the aims set out in the Appendix to the Memorandum of Association.
- (b) Any proposal for membership shall be circulated to the Council at least three months in advance of the meeting at which the decision is taken.
- (c) In the case of the proposed election of the Head of a school before election the candidates school should if possible be visited by at least two members of Council and also the Director and if possible the candidate should be invited to a Conference so that members have the chance to get to know him or her but failure to observe the terms of this sub-clause shall under no

circumstances invalidate membership.

6. A member shall cease to be a member of the Association:

- (a) Upon his retirement to be signified by such member in writing to the Association, or on his death.
- (b) Upon a resolution to that effect being passed by not less than three-fourths of the members present in person at a General Meeting of the Association of which he has received proper notice and at which he shall have had a reasonable opportunity of attending and being heard.
- (c) Upon failure to pay any annual subscriptions within such times after the same has become due and payable as the Council shall from time to time determine.
- (d) In the case of a member elected as Head of a school or other institutional establishment upon the member ceasing to be Head of the particular school or educational establishment but in such an event it would be hoped that the school would continue to co-operate in the activities of the Association until the new Head be elected to membership or until the period of two years has passed,

7. The Association in general meeting may from time to time resolve that all or any of the members of the Association shall pay to the Association an Annual subscription and may fix or alter the amount thereof.

GENERAL MEETINGS

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

9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

10. The Council may whenever they think 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 368 of the Act.

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

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

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members present or 1/10th of the total membership whichever is greater in person or by proxy shall be a quorum.

15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine and if at such adjourned meeting the quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

16. The President (if any) or in his absence the Chairman of the Council shall preside as Chairman at every General Meeting, but if there be no such President or Chairman, or if at any meeting neither are present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.

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

VOTES OF MEMBERS

23. Subject as hereinafter provided, every member shall have one vote. ✓

24. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

25. 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 corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before

the commencement of the meeting or adjourned meeting at which the proxy is used.

29. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit-

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

"As witness my hand this day of 19 ."

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

COUNCIL OF MANAGEMENT

30. The number of members of the Council shall be not less than three and unless otherwise determined by a General Meeting not more than six and while this shall not be essential the intention shall be that at least a sufficient number of members of Council to form a quorum shall be resident in the United Kingdom.

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

32. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

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

POWERS OF THE COUNCIL

34. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all

such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by Statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and effecting the Association and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

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

PATRONS

36. The Association may have one or more Patrons who shall be elected by the Council and need not be members of the Association. Each patron shall hold office for such period as may be determined by the Council when electing him, but on the termination of his office he shall be eligible for re-election. Meeting, but not for any other purpose.

THE PRESIDENT

37. The Council may elect a President from amongst its members to act as Chairman of General Meetings. The president's term of office shall be limited to a term of three years but he shall be eligible for re-election. The functions of the President shall be carried out by the Chairman of the Council in the event of his absence.

CHAIRMAN OF THE COUNCIL

38. The Council shall from time to time elect a Chairman who shall preside at General Meetings of the Association (subject to Article 16) and shall be entitled to preside at all Meetings of the Council or Committees of the Council at which he shall be present and shall hold office for a term of three years, but if no such Chairman be elected, or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the Meeting and willing to preside, the members of the Council shall

choose one of their number to be chairman of the meeting. The chairman shall be eligible for re-election after his term of office expires.

DIRECTOR

39. The Association may have a Director who shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit and the Director so appointed may be removed by them provided that any person appointed shall not be a member of the Council if he or she shall be entitled to remuneration as Director.

The Director shall be responsible for such part of the operations of the Association as the Council may direct.

The Council may from time to time by resolution appoint any Deputy Directors and any person so appointed may act in place of the Director if the Director shall not be capable of acting or is absent from the United Kingdom other than in connection with his duties.

SECRETARY

40. The Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. Provided that any person appointed shall not be a member of the Council. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

HONORARY TREASURER

41. The Association shall have either or both of:

- (a) An Honorary Treasurer who shall be elected by the Council from time to time from amongst the members of the Association for such period as the Council may determine, but upon the termination of his tenure of office he shall be eligible for re-election and provided that he is still a member of the Association shall continue to act as Honorary Treasurer until his successor is appointed.
- (b) A Treasurer who shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit and any Treasurer so appointed may be removed by them. The Council may from time to time by resolution appoint an Assistant or Deputy Treasurer and any person so

appointed may act in place of the Treasurer if there be no Treasurer or no Treasurer capable of acting.

THE SEAL

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

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

43. The office of a member of the Council shall be vacated -

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (b) If he becomes of unsound mind.
- (c) If he ceases to be a member of the Association.
- (d) If by notice in writing to the Association he resigns his office.
- (e) If he ceases to hold office by reason of any order made under sections 295-299 of the Act.
- (f) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

The provisions of Section 293 of the Act shall not apply in relation to the Association or the members of the Council.

ROTATION OF MEMBERS OF THE COUNCIL

44. A member of Council shall retire from office on the third Annual General Meeting following the Annual General Meeting at which the member was elected. If a member of Council is elected for a term less than three years, then the member of Council shall retire on the expiry or such lesser term. A retiring member of Council shall be eligible for re-election.

45. No persons not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to

membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

46. The Association may from time to time in General Meeting increase or reduce the number of members of the Council subject to Article 30, and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.

47. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

48. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Three or such greater number as the Company in General Meeting shall decide shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. For the purposes of this article an alternate member of the Council shall be counted in a quorum.

49. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting but if he has appointed an alternate in accordance with Article 34 then such alternate shall be entitled to notice as provided in that Article.

50. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the

regulations of the Association for the time being vested in the Council generally.

51. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. Any Committee appointed by the council may co-opt any person or persons is or are a member or members of the Association. Any co-opted member of a Committee shall remain a member for such period as the Committee may determine. Provided always that no resolution of a meeting of a Committee shall be of effect unless a majority of the members of the Committee present at the meeting are members of the Association or unless the resolution is confirmed by the Council and provided also that all acts and proceedings of any such Committee shall be fully reported back to the Council as soon as possible.

52. All acts bona fide done by any meeting of the Council of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council and provided also that all acts and proceedings of any such Committee shall be fully reported back to the Council as soon as possible.

53. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

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

ACCOUNTS

55. The Council shall cause proper books of account to be kept with respect to:

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

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

56. The books of account shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.

57. The Council shall from time to time determine whether and to what extent and at what times and places and under that conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

58. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time 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 the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before

the meeting as required by section 241 of the Act.

AUDIT

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

60. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

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

62. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

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

DISSOLUTION

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

INDEMNITY

65. Every member of the Council and other officer of the Association (including the Auditors) shall be indemnified out of the assets of the Association 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 under the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

NAME: ROY McCOMISH

ADDRESS: Box Hill School Mickleham Dorking Surrey RH5 6EA

OCCUPATION: Headmaster

SIGN:

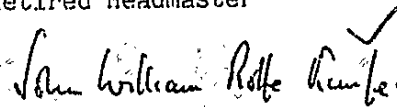


NAME: JOHN WILLIAM ROLFE KEMPE

ADDRESS: Two Gates Old North Road Wansford Near Peterborough
PE8 6LB

OCCUPATION: Retired Headmaster

SIGN:



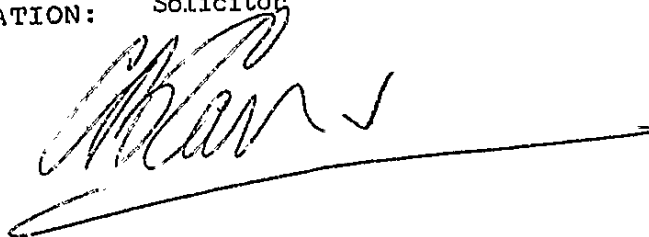
DATED the 1st day of April 19 86
WITNESS to the above Signatures:-

NAME: CHRISTOPHER BRIAN CARR

ADDRESS: 156 High Street Dorking Surrey RH4 1BQ

OCCUPATION: Solicitor

SIGN:



THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin

Please complete
legibly, preferably
in black type,
bold block lettering

To the Registrar of Companies

For official use

2011511

* delete if
inappropriate

Name of Company

THE ROUND SQUARE CONFERENCE

XXXXXXXXXX

The intended situation of the registered office of the company
on incorporation is as stated below

BOX HILL SCHOOL,
MICKLEHAM,
DORKING,
SURREY, RH5 6EA

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

x

D & D LAW AGENCY SERVICES LIMITED

50 Lincoln's Inn Fields London WC2A 3PF

Number of continuation sheets attached (see note 1)

Presenter's name, address and
reference (if any): DJD/D

D & D LAW AGENCY
SERVICES LIMITED
50 Lincoln's Inn
Fields London
WC2A 3PF

For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	ROY McCOMISH	Business occupation	HEADMASTER
Previous name(s) (note 3)	---	Nationality	BRTISH
Address (note 4)	Box Hill School, Mickleham, DORKING, Surrey, RH5 6EA	Date of birth (where applicable) (note 6)	--- N/A
Other directorships †			
ROUND SQUARE INTERNATIONAL SERVICE			
I hereby consent to act as director of the company named on page 1			
Signature		Date 18 April 1986	

Name (note 3)	JOCELIN WINTHROP YOUNG	Business occupation	School Warden
Previous name(s) (note 3)	--	Nationality	British
Address (note 4)	Schule Schloss Salem 7777 Salem in Baden West Germany	Date of birth (where applicable) (note 6)	--- N/A
Other directorships †			
ROUND SQUARE INTERNATIONAL SERVICE			
I hereby consent to act as director of the company named on page 1			
Signature Jocelin Winthrop-Young		Date 18 April 1986	

Name (note 3)	JOHN WILLIAM ROLFE KEMPE	Business occupation	Retired Headmaster
Previous name(s) (note 3)	--	Nationality	British
Address (note 4)	Two Gates, Old North Road, Wansford, Near Peterborough, PE8 6LB	Date of birth (where applicable) (note 6)	-- N/A
Other directorships †			
ROUND SQUARE INTERNATIONAL SERVICE			
I hereby consent to act as director of the company named on page 1			
Signature John William Rolfe Kempe		Date 18 April 1986	

Please do not
write in this
binding margin

Important
The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	DAVID ALEXANDER LARG
Previous name(s) (note 3)	--
Address (notes 4 & 7)	Burminster Cottage, Dell Close, Mickleham, Dorking, Surrey, RH5 6ED
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 1st April 1986

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

† delete as
appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature *John Latham Rolfe Kemp* [Subscriber]† Agent† Date 1st April 1986

Signature *[Signature]* [Subscriber]† Agent† Date 1st April 1986

G

COMPANIES FORM No. 30(5)(a)

**Declaration on application for the
registration of a company exempt
from the requirement to use
the word "limited" or its Welsh
equivalent****30(5)(a)**Please do not
write in
this margin

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

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

Company number

--	--	--	--

2011511

NoteThis declaration
should accompany
the application for
the registration of
the company* insert full name
of company

Name of company

* THE ROUND SQUARE CONFERENCE

I, CHRISTOPHER BRIAN CARR ✓of 156 High Street Dorking Surrey RH4 1BQ

a [Solicitor engaged in the formation of the above-named company] ~~person named as director or~~
~~secretary of the above company in the statement delivered under section 10 of the above Act~~† do
solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the
above Act.

† delete as
appropriate

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the
Statutory Declarations Act 1835.

Declared at 156 High Street,
Dorking, Surrey

Declarant to sign below

the second day of April
One thousand nine hundred and eighty-six
before me B. S. Fiddler ✓

~~A Commissioner for Oaths or Notary Public or Justice of~~
~~the Peace or Solicitor having the powers conferred on a~~
Commissioner for Oaths

Presenter's name address and
reference (if any):

AND LAW AGENCY SERVICES LTD
60, LINCOLN'S INN FIELDS
LONDON EC2A 3PF
TEL. 01-405 1082/7215

For official Use

New Companies Section

Post room

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2011514

I hereby certify that

THE ROUND SQUARE CONFERENCE

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

17TH APRIL 1986

D. M. Wilkie
MRS. D. M. WILKIE

an authorised officer

**Notice of accounting reference date
(to be delivered within 6 months of
incorporation)**

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

**Please complete
legibly, preferably
in black type, or
bold block lettering**

- insert full name of company

To the Registrar of Companies

For official use

Company number

7-7-76

2011514

Name of company

* THE ROUND SQUARE CONFERENCE

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

important

The accounting reference date to be entered alongside should be completed as in the following examples:

Day Month

3107

5 April

Day Month

0	5	0	4
---	---	---	---

30 June

Day Month

3	0	0	6
---	---	---	---

31 December

Day Month

3	1	1	2
---	---	---	---

† Delete as appropriate

Signed

~~x[Director]~~[Secretary]† Date 23rd April 1986

Presentor's name address and
reference (if any):

David A. Larg
Burmester Cottages
Dell Close
Mickleham, Dorking, Surrey
RH5 6ED

For official Use
General Section

Post room



2011514

THE ROUND SQUARE CONFERENCE

COMPANY NUMBER:- 2011514

INCORPORATED THE 17TH DAY OF APRIL 1986

↓
DOWNS
156 HIGH STREET
DORKING
SURREY
RH4 1BQ
SOLICITORS

PRESENTED BY:-
D & D LAW AGENCY SERVICES LTD
50, LINCOLNS INN FIELDS
LONDON WC2A 3PF
TEL. 01-405 1082/7215

COMPANIES HOUSE
16 JAN 1989
M 45

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-OF-

THE ROUND SQUARE CONFERENCE

REGISTERED
We HEREBY CERTIFY that this print
incorporates all alterations made to
this Company's memorandum of
Association by filed resolutions and
is lodged in compliance with the
requirements of the European
Communities Act 1972.

DATED 12/1/89

D & D LAW AGENCY SERVICES LIMITED

1. The Company's name (hereinafter called "the Association") is "THE ROUND SQUARE CONFERENCE".

2. The Association's Registered Office is to be situated in England and Wales.

3. The object for which this Association is formed is the advancement of education anywhere in the world with particular reference to the principles set out in the Appendix hereto and in furtherance of the above object but not further or otherwise and only to the extent to which the same may lawfully be exercised by a body having exclusively charitable objects the Association shall have the following powers:-

(i) To engage in educational activities on behalf of people of all ages in all parts of the world.

(ii) To promote the aims of the Round Square Conference as set out above in co-operation with and in support of schools and other educational establishments by means of co-operation and regular conferences.

(iii) To establish and carry on courses and conferences for the education of people of all ages and to provide for the delivery and holding of lectures, demonstrations and other forms of tuition, exhibitions, public meetings.

(iv) To undertake, accept, execute and administer any charitable trusts without remuneration.

(v) To found, subsidise, manage and assist any charitable Funds, Associations or Institutions calculated or intended to assist the Association.

(vi) To accept any gift or donation of property, devise, legacy or annuity, subscription or contribution, whether subject to any special trusts or not, for the purposes or object of the Association or any branch thereof.

(vii) To take such steps as may from time to time be necessary for the purpose of promoting the object of the Association, or of procuring contributions to its funds by way of gifts, donations, subscriptions, legacies, devises or in any other manner.

(viii) To purchase, take on, lease or in exchange, hire

or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its object and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

- (ix) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association subject to any legal consents that may be required.
- (x) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit subject to any legal consents that may be required.
- (xi) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xii) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (xiii) To do all such other lawful things as are necessary for the attainment of the above charitable purposes;

Provided that:

- (a) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The Association's objects shall not extend to the regulation of relations between workers and employees or organisation of workers and organisations of employers.
- (c) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same

extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the object of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, in return for any services actually rendered to the Association nor prevent the payment of interest at a rate per annum not exceeding Two per cent (2%) less than the minimum lending rate prescribed for the time being of the Association's Bank, or 3% whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment of any company of which a member of Council of Management or Governing Body may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ONE POUND (£1.00).

7. If upon the winding up or dissolution of the

Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the object of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object.

THE APPENDIX above referred to

The aims of THE ROUND SQUARE CONFERENCE as agreed at a Meeting held at Box Hill School on the 13th June 1968 and set out by Henry Brereton in relation to the associated schools in the following terms:-

1. They are concerned with the "whole man or woman". and regard as educationally relevant a wide range of human activities which they seek to include in the school programme or deliberately to encourage outside it. This is not to be taken to imply that they are less concerned with the training of the mind than other schools, rather the reverse. But they recognise that intellectual quality is itself furthered by discipline and self-confidence learnt in other fields, by a basis of positive health, and by an imagination well exercised in fields of practical enterprise in the arts.
2. They recognise the need to train the young on the one hand to develop their particular gifts as individuals to the full and on the other to be willing to sacrifice a measure of freedom and self interest on behalf of the community. They look upon these two aspects of training, which must sometimes seem to conflict, as being nevertheless inter-dependant. "The good life is dependant on the good state".
3. They believe that the structure of the school community should depend to a large extent upon pupils themselves so that it would be in a visible way break down if there was any general failure to respond to the various graded responsibilities. This is not to imply that the pupils can run the school; their responsibilities will be only part of a framework which must in essential sections be held together by adults. There is always the aim of partnership between adults and senior pupils and between seniors and juniors. Therefore, there is also the aim to develop a basis a mutual respect and trust in all parts of the school. To this end self discipline is regarded as a more worthwhile control than imposed discipline. Both, however, have their function in

all the schools, and the results of these disciplines must be clearly discernable even if their operation is not conspicuous.

4. Important emphasis is placed upon training for service and it is suggested that service to the less fortunate is an obligation all should be trained to offer with competence. While the founder schools in the Conference accepted Christian teaching as basic to their aims - and this idea of service could scarcely have reached such dominant importance in the education without that teaching - yet the acceptance of the obligation to educate for service, rather than the profession of a particular religion, will be the basis of membership.

5. Schools generally have to be a compromise between educational ideals and what is financially practicable. the latter should not kill the purpose of enabling boys and girls to experience the enrichment of sharing their lives in school with others from dissimilar backgrounds. Familiarity with a wide range of human circumstance, during the years when attitudes are flexible, but hardening is felt to be of first importance in 20th Century education.

6. Whilst the Round Square Conference is an association of schools in different countries which encourages co-operation across national frontiers, each school acknowledges local allegiance.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

THE ROUND SQUARE CONFERENCE

(As adopted by Special Resolution passed on 6th October 1988)

GENERAL

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

WORDS

MEANINGS

The Act

The Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

These Presents

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

The Association

The above-named Company.

School or Schools

One or more than one of the Schools or other educational establishments as described in Article 5 (a) acting where required through its headmaster or other designated governor.

The Council

The Council of Management for the time being of the Association.

The Standing Committee

A Committee of the Council as described in Article 50.

The Office

The registered office of the Association.

~~CONFIDENTIAL~~
THIS INSTRUMENT CERTIFYING THE ADOPTION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL IS FILED IN COMPLIANCE WITH THE REQUIREMENTS OF THE EUROPEAN COMMUNITIES ACT 1972.

DATED 12/1/89

D D D LAW AGENCY SERVICES LIMITED

The Seal

The common seal of the Association.

The United Kingdom

Great Britain and Northern Ireland.

In Writing

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

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

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

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

3. The provisions of sections 352 and 353 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

5. The subscribers to the Memorandum of Association and such other persons as the Association in General Meeting shall admit to membership shall be members of the Association.

PROVIDED:-

(a) That without restricting the powers of the Association in General Meeting to admit to membership other persons for particular purposes as shall be minuted at the time of such appointment the intention is that new members shall be Schools or other educational establishments pursuing the aims set out in the Appendix to the Memorandum of Association.

(b) Applications or proposals for membership shall be made to the Director. After consultation with the Standing Committee the Director shall arrange that the Head of the applicant School be contacted and

visited by at least two Heads and the Director.

- (c) Election of new member Schools shall take place at the Annual General Meeting of the Association and written proposals by two heads shall be circulated to all members of the Association at least two months in advance of the meeting at which the decision is to be taken.
- (d) A two thirds majority of those present at the relevant Annual General Meeting shall be required to elect a new member School.

6. A member shall cease to be a member of the Association:

- (a) Upon the member signifying in writing to the Association that it resigns.
- (b) If a member does not conform to the aims set out in the Appendix to the Memorandum of Association or if a member fails to pay its annual subscription for two years and a resolution expelling the member is passed by not less than three-fourths of the members present in person at a General Meeting of the Association of which the member has received proper notice and at which the member shall have had a reasonable opportunity of attending and being heard.

7. The Association in General Meeting may from time to time resolve that all or any of the members of the Association shall pay to the Association an annual subscription and may fix or alter the amount thereof.

GENERAL MEETINGS

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

9. All General meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

10. The Council may whenever they think 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 368 of the Act.

11. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting

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

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

PROCEEDINGS AT GENERAL MEETINGS

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

14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members present or 1/10th of the total membership whichever is greater in person or by proxy shall be a quorum.

15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine and if at such adjourned meeting the quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

16. The President (if any) or in his absence the Chairman of the Council shall preside as Chairman at every General Meeting, but if there be no such President or Chairman, or if at any meeting neither are present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the

chair they shall choose some member of the Association who shall be present to preside.

17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided upon a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

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

VOTES OF MEMBERS

23. Subject as hereinafter provided, every member shall have one vote and the duly appointed Head of each School shall unless the School notifies the Association in writing to the contrary be entitled to attend meetings and to vote on behalf of such School and a

School may only vote by Head or by proxy.

24. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either by head or by proxy, or as a proxy for another member, at any General Meeting.

25. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

29. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit.

"I,
"of
"a member of
"hereby appoint
"of
"and failing him,
"of
"to vote for me on my behalf at the Annual
"or Extraordinary, or Adjourned, as the case

"may be General Meeting of the Association
"to be held at
"on the day of
"and at every adjournment thereof.

"As witness my hand this day of 19 ."

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

COUNCIL OF MANAGEMENT

30. The number of members of the Council shall be not less than three and unless otherwise determined by a General Meeting not more than eight. The members of the Council shall be chosen by the Association in General Meeting and while this shall not be essential the intention shall be that at least a sufficient number of members of Council to form a quorum shall be resident in the United Kingdom.

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

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

POWERS OF THE COUNCIL

33. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by Statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and effecting the Association and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

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

PATRONS

35. The Association may have one or more Patrons who shall be elected by the Council and need not be members of the Association. Each patron shall hold office for such period as may be determined by the Council when electing him, but on the termination of his office he shall be eligible for re-election.

THE PRESIDENT

36. The Council may elect a President to act as Chairman of General Meetings. The President's term of office shall be limited to a term of three years but he shall be eligible for re-election. The functions of the President shall be carried out by the Chairman of the Council in the event of his absence.

CHAIRMAN OF THE COUNCIL

37. The Council shall from time to time elect a Chairman who shall preside at General Meetings of the Association (subject to Article 16) and shall be entitled to preside at all Meetings of the Council or Committees of the Council at which he shall be present and shall hold office for a term of three years, but if no such Chairman be elected, or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the Meeting and willing to preside, the members of the Council shall choose one of their number to be chairman of the meeting. The Chairman shall be eligible for re-election after his term of office expires.

DIRECTOR

38. The Association may have a Director who shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit and the Director so appointed may be removed by them provided that any person appointed shall not be a member of the Council if he or she shall be entitled to remuneration as Director.

The Director shall be responsible for such part of the operations of the Association as the Council may direct.

The Council may from time to time by resolution appoint any Deputy Directors and any person appointed may act in place of the Director if the Director shall not be capable of acting or is absent from the United Kingdom other than in connection with his duties.

The Director may only appoint further officers of the Association with the consent of the Council.

SECRETARY

39. The Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. Provided that any person appointed shall not be a member of the Council.

The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

HONORARY TREASURER

40. The Association may have either or both of:

- (a) An Honorary Treasurer who shall be elected by the Council from time to time from amongst the staff or any of the members of the Association for such period as the Council may determine, but upon the termination of his tenure of office he shall be eligible for re-election and provided that he is still a member of the staff or any member of the Association shall continue to act as Honorary Treasurer until his successor is appointed.
- (b) A Treasurer who shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit and any Treasurer so appointed may be removed by them. The Council may from time to time by resolution appoint an Assistant or Deputy Treasurer and any person so appointed may act in place of the Treasurer if there be no Treasurer or no Treasurer capable of acting.

THE SEAL

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

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

42. The office of a member of the Council shall be vacated -

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (b) If he becomes of unsound mind.
- (c) If the School he represents ceases to be a member of the Association.
- (d) If by notice in writing to the Association he resigns his office.
- (e) If he ceases to hold office by reason of any

order made under sections 295-299 of the Act.

- (f) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

The provisions of Section 293 of the Act shall not apply in relation to the Association or the members of the Council.

PROCEEDINGS OF THE COUNCIL

43. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Three or such greater number as the Association in General Meeting shall decide shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. For the purposes of this article an alternate member of the Council shall be counted in a quorum.

44. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council.

45. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

46. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. Any Committee appointed by the Council may co-opt any person or persons who is or are nominated in writing by a member or members of the Association. Any co-opted member of a Committee shall remain a member for such period as the Committee may determine. Provided always that no resolution of a meeting of a committee shall be of effect unless a majority of the members of the Committee present at the meeting are members of the Council or are so nominated by members of the Association or unless the resolution is confirmed by the Council and provided also that all acts and proceedings of any such Committee shall be fully reported back to the Council as soon as possible.

47. All acts bona fide done by any meeting of the Council of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there

was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council and provided also that all acts and proceedings of any such Committee shall be fully reported back to the Council as soon as possible.

48. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

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

THE STANDING COMMITTEE

50. The Standing Committee shall be a committee of the council and shall meet at least twice a year at such times and at such location as the Council shall determine.

51. All members of the Association may attend meetings of the Standing Committee.

52. Minutes of all Standing Committee meetings shall be circulated to all members of the Association.

ACCOUNTS

53. The Council shall cause proper books of account to be kept with respect to:

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

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

54. The books of account shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.

55. The Council shall from time to time determine whether and to what extent and at what times and places and under that conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

56. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time 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 the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and read before the meeting as required by section 241 of the Act.

AUDIT

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

58. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

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

60. Any member described in the register of members by an address not within the United Kingdom, who shall

from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address but, save as aforesaid and as provided by the Act, only those members by those who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

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

DISSOLUTION

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

INDEMNITY

63. Every member of the Council and other officer of the Association (including the Auditors) shall be indemnified out of the assets of the Association 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 under the Act.

Company Number : 2011514

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION OF THE ROUND SQUARE CONFERENCE

At an Extraordinary General Meeting of the above named Company duly convened and held at St. Anne's School, Windermere on Thursday 6th October 1988 at 2pm., the following special Resolution was duly passed :

"THAT new Articles of Association (in the form produced to the meeting by the Chairman) be adopted with immediate effect in substitution for the existing Articles of Association".



D. LARG, SECRETARY



THE COMPANIES ACT 1985

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

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

1 ROUND SQUARE CONFERENCE

COMPANY NUMBER: 2011514

100TH DAY OF APRIL 1986



D. & D. LAW AGENCY SERVICES LIMITED
(Incorporating Dunn & Duncan - Established 1733)

50, Lincoln's Inn Fields, London WC2A 3PF
Law Stationers, Company Registration Agents and Printers
Telephone: 01-405-1082 01-405-7215 01-405-1107 01-405-7991
FAX: 01-831-2088



Member of The Law
Services Association

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-OF-

THE ROUND SQUARE CONFERENCE

SECRETARY
WE HEREBY CERTIFY that this firm
incorporates all alterations made to
this Company's memorandum of
Association by filed resolutions and
is lodged in compliance with the
requirements of the European
Companies Act 1972.

DATED 12/1/89

B & B LAW AGENCY SERVICES LIMITED

1. The Company's name (hereinafter called "the Association") is "THE ROUND SQUARE CONFERENCE".

2. The Association's Registered Office is to be situated in England and Wales.

3. The object for which this Association is formed is the advancement of education anywhere in the world with particular reference to the principles set out in the Appendix hereto and in furtherance of the above object but not further or otherwise and only to the extent to which the same may lawfully be exercised by a body having exclusively charitable objects the Association shall have the following powers:-

(i) To engage in educational activities on behalf of people of all ages in all parts of the world.

(ii) To promote the aims of the Round Square Conference as set out above in co-operation with and in support of schools and other educational establishments by means of co-operation and regular conferences.

(iii) To establish and carry on courses and conferences for the education of people of all ages and to provide for the delivery and holding of lectures, demonstrations and other forms of tuition, exhibitions, public meetings.

(iv) To undertake, accept, execute and administer any charitable trusts without remuneration.

(v) To found, subsidise, manage and assist any charitable Funds, Associations or Institutions calculated or intended to assist the Association.

(vi) To accept any gift or donation of property, devise, legacy or annuity, subscription or contribution, whether subject to any special trusts or not, for the purposes or object of the Association or any branch thereof.

(vii) To take such steps as may from time to time be necessary for the purpose of promoting the object of the Association, or of procuring contributions to its funds by way of gifts, donations, subscriptions, legacies, devises or in any other manner.

(viii) To purchase, take on, lease or in exchange, hire

or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its object and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

- (ix) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association subject to any legal consents that may be required.
- (x) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit subject to any legal consents that may be required.
- (xi) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xii) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (xiii) To do all such other lawful things as are necessary for the attainment of the above charitable purposes;

Provided that:

- (a) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The Association's objects shall not extend to the regulation of relations between workers and employees or organisation of workers and organisations of employers.
- (c) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same

extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the object of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, in return for any services actually rendered to the Association nor prevent the payment of interest at a rate per annum not exceeding Two per cent (2%) less than the minimum lending rate prescribed for the time being of the Association's Bank, or 3% whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment of any company of which a member of Council of Management or Governing Body may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debt and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ONE POUND (£1.00).

7. If upon the winding up or dissolution of the

Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the object of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object.

THE APPENDIX above referred to

The aims of THE ROUND SQUARE CONFERENCE as agreed at a Meeting held at Box Hill School on the 13th June 1968 and set out by Henry Brereton in relation to the associated schools in the following terms:-

1. They are concerned with the "whole man or woman", and regard as educationally relevant a wide range of human activities which they seek to include in the school programme or deliberately to encourage outside it. This is not to be taken to imply that they are less concerned with the training of the mind than other schools, rather the reverse. But they recognise that intellectual quality is itself furthered by discipline and self-confidence learnt in other fields, by a basis of positive health, and by an imagination well exercised in fields of practical enterprise in the arts.
2. They recognise the need to train the young on the one hand to develop their particular gifts as individuals to the full and on the other to be willing to sacrifice a measure of freedom and self interest on behalf of the community. They look upon these two aspects of training, which must sometimes seem to conflict, as being nevertheless inter-dependant. "The good life is dependant on the good state".
3. They believe that the structure of the school community should depend to a large extent upon pupils themselves so that it would be in a visible way break down if there was any general failure to respond to the various graded responsibilities. This is not to imply that the pupils can run the school; their responsibilities will be only part of a framework which must in essential sections be held together by adults. There is always the aim of partnership between adults and senior pupils and between seniors and juniors. Therefore, there is also the aim to develop a basis a mutual respect and trust in all parts of the school. To this end self discipline is regarded as a more worthwhile control than imposed discipline. both, however, have their function in

all the schools, and the results of these disciplines must be clearly discernable even if their operation is not conspicuous.

4. Important emphasis is placed upon training for service and it is suggested that service to the less fortunate is an obligation all should be trained to offer with competence. While the founder schools in the Conference accepted Christian teaching as basic to their aims - and this idea of service could scarcely have reached such dominant importance in the education without that teaching - yet the acceptance of the obligation to educate for service, rather than the profession of a particular religion, will be the basis of membership.

5. Schools generally have to be a compromise between educational ideals and what is financially practicable. the latter should not kill the purpose of enabling boys and girls to experience the enrichment of sharing their lives in school with others from dissimilar backgrounds. Familiarity with a wide range of human circumstance, during the years when attitudes are flexible, but hardening is felt to be of first importance in 20th Century education.

6. Whilst the Round Square Conference is an association of schools in different countries which encourages co-operation across national frontiers, each school acknowledges local allegiance.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

THE ROUND SQUARE CONFERENCE

(As adopted by Special Resolution passed on 6th October 1988)

GENERAL

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

WORDS

MEANINGS

The Act

The Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

These Presents

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

The Association

The above-named Company.

School or Schools

One or more than one of the Schools or other educational establishments as described in Article 5 (a) acting where required through its headmaster or other designated governor.

The Council

The Council of Management for the time being of the Association.

The Standing Committee

A Committee of the Council as described in Article 50.

The Office

The registered office of the Association.

REGISTERED
WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATE: 12/1/89

D & D LAW AGENCY SERVICES LIMITED

The Seal

The common seal of the Association.

The United Kingdom

Great Britain and Northern Ireland.

In Writing

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

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

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

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

3. The provisions of sections 352 and 353 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

5. The subscribers to the Memorandum of Association and such other persons as the Association in General Meeting shall admit to membership shall be members of the Association.

PROVIDED:-

- (a) That without restricting the powers of the Association in General Meeting to admit to membership other persons for particular purposes as shall be minuted at the time of such appointment the intention is that new members shall be Schools or other educational establishments pursuing the aims set out in the Appendix to the Memorandum of Association.
- (b) Applications or proposals for membership shall be made to the Director. After consultation with the Standing Committee the Director shall arrange that the Head of the applicant School be contacted and

visited by at least two Heads and the Director.

(c) Election of new member Schools shall take place at the Annual General Meeting of the Association and written proposals by two heads shall be circulated to all members of the Association at least two months in advance of the meeting at which the decision is to be taken.

(d) A two thirds majority of those present at the relevant Annual General Meeting shall be required to elect a new member School.

6. A member shall cease to be a member of the Association:

(a) Upon the member signifying in writing to the Association that it resigns.

(b) If a member does not conform to the aims set out in the Appendix to the Memorandum of Association or if a member fails to pay its annual subscription for two years and a resolution expelling the member is passed by not less than three-fourths of the members present in person at a General Meeting of the Association of which the member has received proper notice and at which the member shall have had a reasonable opportunity of attending and being heard.

7. The Association in General Meeting may from time to time resolve that all or any of the members of the Association shall pay to the Association an annual subscription and may fix or alter the amount thereof.

GENERAL MEETINGS

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

9. All General meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

10. The Council may whenever they think 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 368 of the Act.

11. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting

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

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

PROCEEDINGS AT GENERAL MEETINGS

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

14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members present or 1/10th of the total membership whichever is greater in person or by proxy shall be a quorum.

15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine and if at such adjourned meeting the quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

16. The President (if any) or in his absence the Chairman of the Council shall preside as Chairman at every General Meeting, but if there be no such President or Chairman, or if at any meeting neither are present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the

chair they shall choose some member of the Association who shall be present to preside.

17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided upon a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

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

VOTES OF MEMBERS

23. Subject as hereinafter provided, every member shall have one vote and the duly appointed Head of each School shall unless the School notifies the Association in writing to the contrary be entitled to attend meetings and to vote on behalf of such School and a

School may only vote by Head or by proxy.

24. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either by head or by proxy, or as a proxy for another member, at any General Meeting.

25. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

29. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit.

"I, ,
"of ,
"a member of ,
"hereby appoint ,
"of ,
"and failing him,
"of
"to vote for me on my behalf at the Annual
"or Extraordinary, or Adjourned, as the case

"may be General Meeting of the Association
"to be held at
"on the day of ,
"and at every adjournment thereof. ,

"As witness my hand this day of 19 ."

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

COUNCIL OF MANAGEMENT

30. The number of members of the Council shall be not less than three and unless otherwise determined by a General Meeting not more than eight. The members of the Council shall be chosen by the Association in General Meeting and while this shall not be essential the intention shall be that at least a sufficient number of members of Council to form a quorum shall be resident in the United Kingdom.

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

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

POWERS OF THE COUNCIL

33. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by Statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and effecting the Association and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

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

PATRONS

35. The Association may have one or more Patrons who shall be elected by the Council and need not be members of the Association. Each patron shall hold office for such period as may be determined by the Council when electing him, but on the termination of his office he shall be eligible for re-election.

THE PRESIDENT

36. The Council may elect a President to act as Chairman of General Meetings. The President's term of office shall be limited to a term of three years but he shall be eligible for re-election. The functions of the President shall be carried out by the Chairman of the Council in the event of his absence.

CHAIRMAN OF THE COUNCIL

37. The Council shall from time to time elect a Chairman who shall preside at General Meetings of the Association (subject to Article 16) and shall be entitled to preside at all Meetings of the Council or Committees of the Council at which he shall be present and shall hold office for a term of three years, but if no such Chairman be elected, or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the Meeting and willing to preside, the members of the Council shall choose one of their number to be chairman of the meeting. The Chairman shall be eligible for re-election after his term of office expires.

DIRECTOR

38. The Association may have a Director who shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit and the Director so appointed may be removed by them provided that any person appointed shall not be a member of the Council if he or she shall be entitled to remuneration as Director.

The Director shall be responsible for such part of the operations of the Association as the Council may direct.

The Council may from time to time by resolution appoint any Deputy Directors and any person appointed may act in place of the Director if the Director shall not be capable of acting or is absent from the United Kingdom other than in connection with his duties.

The Director may only appoint further officers of the Association with the consent of the Council.

SECRETARY

39. The Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. Provided that any person appointed shall not be a member of the Council.

The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

HONORARY TREASURER

40. The Association may have either or both of:

- (a) An Honorary Treasurer who shall be elected by the Council from time to time from amongst the staff or any of the members of the Association for such period as the Council may determine, but upon the termination of his tenure of office he shall be eligible for re-election and provided that he is still a member of the staff or any member of the Association shall continue to act as Honorary Treasurer until his successor is appointed.
- (b) A Treasurer who shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit and any Treasurer so appointed may be removed by them. The Council may from time to time by resolution appoint an Assistant or Deputy Treasurer and any person so appointed may act in place of the Treasurer if there be no Treasurer or no Treasurer capable of acting.

THE SEAL

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

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

42. The office of a member of the Council shall be vacated -

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (b) If he becomes of unsound mind.
- (c) If the School he represents ceases to be a member of the Association.
- (d) If by notice in writing to the Association he resigns his office.
- (e) If he ceases to hold office by reason of any

order made under sections 295-299 of the Act.

- (f) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

The provisions of Section 293 of the Act shall not apply in relation to the Association or the members of the Council.

PROCEEDINGS OF THE COUNCIL

43. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Three or such greater number as the Association in General Meeting shall decide shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. For the purposes of this article an alternate member of the Council shall be counted in a quorum.

44. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council.

45. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

46. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. Any Committee appointed by the Council may co-opt any person or persons who is or are nominated in writing by a member or members of the Association. Any co-opted member of a Committee shall remain a member for such period as the Committee may determine. Provided always that no resolution of a meeting of a committee shall be of effect unless a majority of the members of the Committee present at the meeting are members of the Council or are so nominated by members of the Association or unless the resolution is confirmed by the Council and provided also that all acts and proceedings of any such Committee shall be fully reported back to the Council as soon as possible.

47. All acts bona fide done by any meeting of the Council or any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there

was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council and provided also that all acts and proceedings of any such Committee shall be fully reported back to the Council as soon as possible.

48. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

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

THE STANDING COMMITTEE

50. The Standing Committee shall be a committee of the council and shall meet at least twice a year at such times and at such location as the Council shall determine.

51. All members of the Association may attend meetings of the Standing Committee.

52. Minutes of all Standing Committee meetings shall be circulated to all members of the Association.

ACCOUNTS

53. The Council shall cause proper books of account to be kept with respect to:

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

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

54. The books of account shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.

55. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

56. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time 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 the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and read before the meeting as required by section 241 of the Act.

AUDIT

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

58. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

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

60. Any member described in the register of members by an address not within the United Kingdom, who shall

from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address but, save as aforesaid and as provided by the Act, only those members by those who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

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

DISSOLUTION

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

INDEMNITY

63. Every member of the Council and other officer of the Association (including the Auditors) shall be indemnified out of the assets of the Association 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 under the Act.