

Company Number 2011514  
Charity Number 327117

## THE ROUND SQUARE

### SPECIAL RESOLUTION

Pursuant to Section 283 of the Companies Act 2006

The following Special Resolution has been passed by the members of the  
above company at a duly convened and quorate meeting  
held at PENRYN COLLEGE on 28 September 2012 at am/pm

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**IT WAS RESOLVED** that the Articles of Association annexed hereto shall replace the  
existing Memorandum and Articles in their entirety

Signed



Dated

28 September 2012

*On behalf of the Charity Commission  
for England and Wales  
consent is hereby given under  
section 198 of the Charities Act 2011  
to these proposed amendments in so far  
as they require the consent of  
the Commission*

*J. Cullen 31/7/12*

**AUTHORISED OFFICER**

THURSDAY



A06

\*A226W3Y8\*

14/02/2013

#249

COMPANIES HOUSE

Companies Acts 1985 to 2006

Company limited by guarantee

## ARTICLES OF ASSOCIATION OF ROUND SQUARE

### 1. Objects

1 1 The **Objects** of the **Charity** are for the public benefit the advancement of education anywhere in the world with particular reference to the principles set out in the Appendix hereto

1 2 This provision may be amended by **special resolution** but only with the prior written consent of the **Commission**

### 2. Powers

The Charity has the following powers, which may be exercised only in promoting the Objects:

2 1 To promote the aims of the Round Square 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;

2 2 To provide an international service and further education for young men and women

by training them in leadership to undertake voluntary work in education, social service and similar charitable activities in various parts of the world,

- 2 3 To provide direct aid to people in need, particularly in the less developed countries, both by raising money and by working with them to help them to develop their own resources,
- 2 4 To encourage young people to give and enjoy voluntary service;
- 2 5 To provide young people with the opportunity to work together as an international Group,
- 2 6 To enable young people to see something of the disadvantaged in the less developed countries and to learn by working with them,
- 2 7 To make travel arrangements for young persons assisted by the Round Square and to provide enquiry bureaux for potential beneficiaries,
- 2 8 To establish and carry on courses and conferences for the education of men and women and to provide for the delivery and holding of lectures, demonstrations and other forms of tuition, exhibitions, public meetings, classes and conferences calculated to advance education, whether generally, professionally or technically and to employ teachers, lecturers and other staff as may be required for such purposes as aforesaid and to provide all such appliances and things and all such provisions and necessities as may be required for the purpose aforesaid or any of them,

- 2 9 To undertake, accept, execute and administer any charitable trusts with remuneration;
- 2 10 To found, establish, support, subsidise, manage and assist any charitable funds, associations or institutions calculated or intended to assist the Charity,
- 2 11 To accept gifts and to raise funds (but not by means of **taxable trading**),
- 2 12 To acquire or hire property of any kind and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity,
- 2 13 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act),
- 2 14 To borrow money,
- 2 15 To give security for loans or other obligations (but only in accordance with the restrictions imposed by the **Charities Act**),
- 2 16 To set aside funds for special purposes or as reserves against future expenditure,
- 2 17 To deposit or invest its funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the **Trustees** consider necessary and having regard to the suitability of investments and the need for diversification),
- 2 18 To delegate the management of investments to a financial expert, but only on terms that

- (1) the investment policy is set down **in writing** for the financial expert by the Trustees,
- (2) timely reports of all transactions are provided to the Trustees,
- (3) the performance of the investments is reviewed regularly with the Trustees,
- (4) the Trustees are entitled to cancel the delegation arrangement at any time,
- (5) the investment policy and the delegation arrangement are reviewed at least once a year,
- (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt, and
- (7) the financial expert must not do anything outside the powers of the Charity,

2 19 To arrange for investments or other property of the Charity to be held in the name of a **nominee company** acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required,

2 20 To provide advice or information;

2 21 To carry out research,

2 22 To co-operate with other bodies;

2 23 To deposit documents and physical assets with any company registered or having a place of business in England or Wales as **custodian**, and to pay any reasonable fee required,

2 24 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,

25 Subject to **Article 6 3**, to employ paid or unpaid agents, staff or advisers,

2 26 To enter into contracts to provide services to or on behalf of other bodies,

2 27 To establish or acquire subsidiary companies,

2 28 To do anything else within the law which promotes or helps to promote the Objects

### **3. The Trustees**

3 1 The Trustees as **charity trustees** have control of the Charity and its property and funds

3 2 Trustees are elected by the Members or co-opted by the Trustees

3 3 The Trustees when complete consist of at least 3 and not more than 20 persons who being individuals are over the age of 18, all of whom must support the Objects. If any Trustee is a corporate body it must act through a named representative whose contact details are notified to the Trustees and there must be at least one individual Trustee

3 4 A Trustee may not act as a Trustee unless he/she

(1) is nominated by a Member, and

- (2) has signed a written declaration of willingness to act as a charity trustee of the Charity

3 5 One third (or the number nearest one third) of the Trustees must retire at each **AGM** each year

3 6 A retiring Trustee who is eligible under Article 3 3 may be reappointed.

3 7 A Trustee's term of office as such automatically terminates if he/she

- (1) is disqualified under the Charities Act from acting as a charity trustee,
- (2) is incapable, whether mentally or physically, of managing his/her own affairs,
- (3) is absent without permission from 2 consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign, or
- (5) resigns by written notice to the Trustees (but only if at least three Trustees will remain in office), or
- (6) is removed by the Members at a general meeting under the Companies Act

3.8 The Trustees may at any time co-opt any individual who is eligible under Article 3 3 as a Trustee to fill a vacancy in their number or (subject to the maximum number permitted by Article 3 3) as an additional Trustee, but a co-opted Trustee holds office only until the next AGM

3.9 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### 4. Trustees' proceedings

- 4 1 The Trustees must hold at least 1 meeting each year.
- 4.2 A quorum at a meeting of the Trustees is 3 Trustees
- 4 3 A meeting of the Trustees may be held either in person or by suitable **electronic means** agreed by the Trustees in which all participants may communicate with all the other participants
- 4 4 The **President** or the **Chairman** presides at each meeting. If either is unable or unwilling to do so, some other Trustee chosen by the Trustees present presides at each meeting
- 4 5 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution **in writing** agreed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document
- 4 6 Every Trustee has one vote on each issue but, in case of equality of votes, the chairman of the meeting has a second or casting vote
- 4 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting



## **5. Trustees' powers**

The Trustees have the following powers in the administration of the Charity in their capacity as Trustees

- 5 1 To appoint (and remove) any person (who may not be a Trustee) to act as **Secretary** in accordance with the **Companies Act** and to 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.
- 5 2 To appoint a Chairman and other officers from among their number
- 5 3 To appoint a President The functions of the President shall be carried out by the Chairman in the event of his/her absence
- 5 4 To delegate any of their functions to committees consisting of two or more individuals appointed by them At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees.
- 5 5 To make standing orders consistent with the Articles and the Companies Act to govern proceedings at general meetings
- 5 6 To make rules consistent with the Articles and the Companies Act to govern their proceedings and proceedings of committees

- 5 7 To make regulations consistent with the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any)
- 5 8 To establish procedures to assist the resolution of disputes or differences within the Charity
- 5 9 To exercise any powers of the Charity which are not reserved to the Members

**6. Benefits and Conflicts**

- 6 1 The income and property of the Charity, howsoever derived, must be applied solely towards the promotion of the Objects
- 6 2 No portion of the income and property of the Charity, howsoever derived, 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 Charity
- 6 3 Notwithstanding the foregoing, nothing contained in these Articles shall prevent the payment, in good faith of reasonable and proper remuneration, to any officer or servant of the Charity, or to any member of the Charity, in return for services actually rendered to the Charity nor prevent the payment of interest at a rate per annum not exceeding two (2) per cent less than the minimum lending rate prescribed for the time being of the Charity's bank, or three (3) per cent , whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any Member to the Charity

6 4 Subject to Article 6 5 below, no Trustee of the Charity shall be appointed to any salaried office of the Charity or any office of the Charity paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Charity to any Trustee except repayment of out-of-pocket expenses and interest at the rate expressed in article 6 3 above on money lent or reasonable and proper rent for premises demised or let to the charity

6 5 Article 6 4 above shall not apply to payment to any company of which a Trustee may be a member and in which such Trustee shall not hold more than one-hundredth part of the capital and such Trustee shall not be bound to account for any share of profits he may receive in respect of any such payment.

## 7. **Records and Accounts**

7 1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including

- (1) annual returns,
- (2) annual reports, and
- (3) annual statements of account

7 2 The Trustees must also keep records of.

- (1) all proceedings at meetings of the Trustees,
- (2) all resolutions in writing,

- (3) all reports of committees; and
- (4) all professional advice obtained

7.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by Members if the Trustees so decide

7.4 A copy of the Charity's **constitution** and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs

## 8. **Membership**

8.1 The Charity must maintain a register of Members

8.2 The subscribers to the Memorandum are the first Members

8.3 **Membership** is open to any School interested in furthering the Objects and approved by the Trustees

8.4 The form and the procedure for applying for Membership is to be prescribed by the Trustees

8.5 Membership is not transferable

8 6 The Trustees may recognise one or more classes of supporters who are not Members (but who may nevertheless be termed ‘members’) and set out their respective rights and obligations

8 7 The Trustees may from time to time resolve that all or any of the members shall pay to the Charity an annual subscription and may fix or alter the amount thereof

8 8 A Member shall cease to be a Member

(1) Upon the member signifying in writing to the Charity that it resigns, or

(2) if the member does not conform to the aims set out in the Appendix 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 which the member has received proper notice and at which the Member shall have had a reasonable opportunity to attend and to be heard

## 9. **General Meetings**

9 1 Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Secretary before the commencement of the meeting)

9 2 General meetings are called on at least 14 and not more than 28 **clear days**’ written notice indicating the business to be discussed and (if a special resolution is to be

proposed) at least 28 clear days' written notice setting out the terms of the proposed special resolution

9 3 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least five of the total number whichever is greater.

9 4 The President (if any) or in his absence the Chairman shall preside as chairman at a general meeting but if there is no such President or Chairman, the Members present shall choose some Trustee, or if no such Trustee be present or if all Trustees present decline to take the chair, they shall choose some Member who shall be present to preside.

9 5 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by **ordinary resolution**.

9 6 Every Member present in person or by proxy has one vote on each issue and in the case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote

9 7 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document

9 8 The Charity must hold an **AGM** in every year Every AGM shall be held within 15 months after the last preceding AGM

9 9 Members must annually at the AGM

- (1) receive the accounts of the Charity for the previous **financial year**,
- (2) receive a written report on the Charity's activities,
- (3) be informed of the retirement of those Trustees who wish to retire or who are retiring by rotation,
- (4) elect Trustees to fill the vacancies arising; and
- (5) appoint reporting accountants or auditors for the Charity

9 10 Members may also from time to time

- (1) confer on any individual (with his/her consent) the honorary title of Patron of the Charity, and
- (2) discuss and determine any issues of policy or deal with any other business put before them by the Trustees

9 11 A general meeting may be called by the Trustees at any time and must be called within 21 days of a written request from at least 10% of the Membership or (where no general meeting has been held within the last year) at least 5% of the Membership

9 12 The duly appointed Head or nominated delegate of each School shall, unless the School notifies the Charity in writing to the contrary, be entitled to attend meetings and to vote on behalf of such School

9 13 A meeting of the Members may be held either in person or by suitable

**electronic means** agreed by the Members in which all participants may communicate with all the other participants

- 9.14 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution

## **10. Limited Liability**

The liability of Members is limited

## **11. Guarantee**

Every Member promises, if the Charity is dissolved while he/she remains a Member or within one year after he/she ceases to be a member, to pay up to £1 towards

11 1 payment of those debts and liabilities of the Charity incurred before he/she ceased to be a Member,

11 2 payment of the costs, charges and expenses of winding up, and

11 3 the adjustment of rights of contributors among themselves

## **12. Communications**

- 12 1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served

(1) by hand,



(2) by suitable electronic means, or  
through publication in the Charity's newsletter or on the Charity's website.

12 2 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- (1) 24 hours after being sent by electronic means, posted on the Charity's website or delivered by hand to the relevant address,
- (2) immediately on being handed to the recipient personally, or, if earlier,
- (3) as soon as the recipient acknowledges actual receipt

12 3 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

### **13. Dissolution**

13 1 If the Charity is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways

- (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (2) directly for the Objects or for charitable purposes which are within or similar to the Objects,
- (3) in such other manner consistent with charitable status as the Commission approves in writing in advance.

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

13 3 This provision may be amended by special resolution but only with the prior written consent of the Commission

#### 14. **Interpretation**

14 1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Charity

14 2 In the Articles, unless the context indicates another meaning

‘AGM’ means an annual general meeting of the Charity,

‘Appendix’ means the document attached to the Articles,

‘the Articles’ means the Charity’s Articles of Association and ‘Article’ refers to a particular Article,

‘Beneficiaries’ means the beneficiaries of the Charity as defined in Article 1,

‘Chairman’ means the chairman of the Trustees,

‘the Charity’ means the company governed by the Articles,

‘the Charities Act’ means the Charities Acts 1992 to 2006;

‘charity trustee’ has the meaning prescribed by the Charities Act;

‘clear day’ does not include the day on which notice is given or the day of the meeting or other event,

‘the Commission’ means the Charity Commission for England and Wales or any body which replaces it;

‘the Companies Act’ means the Companies Acts 1985 to 2006;

**‘Conflicted Trustee’** means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity,

**‘Connected Person’** means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee’s family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee’s only connection is an interest consisting of no more than 1% of the voting rights;

**‘constitution’** means the Memorandum and the Articles and any special resolutions relating to them,

**‘custodian’** means a person or body who undertakes safe custody of assets or of documents or records relating to them,

**‘electronic means’** refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

**‘financial expert’** means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,

**‘financial year’** means the Charity’s financial year,

**‘firm’** includes a limited liability partnership,

**‘indemnity insurance’** has the meaning prescribed by the Charities Act,

**‘material benefit’** means a benefit, direct or indirect, which may not be financial but has a monetary value;

**‘Member’** and **‘Membership’** refer to company Membership of the Charity,

**‘Memorandum’** means the Charity’s Memorandum of Association

**‘month’** means calendar month,

**‘nominee company’** means a corporate body registered or having an established place of business in England and Wales which holds title to property for another,

**‘ordinary resolution’** means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power. Where applicable, ‘Members’ in this definition means a class of Members,

**‘the Objects’** means the Objects of the Charity as defined in Article 1,

**‘President’**

**‘Resolution in writing’** means a written resolution of the Trustees,

**‘School’** includes any school or other educational establishment pursuing the aims set out in the Appendix to the Articles of Association

**‘Secretary’** means a company secretary,

**‘special resolution’** means a resolution of which at least 14 days’ notice has been given agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power. Where applicable, ‘Members’ in this definition means a class of Members,

**‘taxable trading’** means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax,

**‘Trustee’** means a director of the Charity and **‘Trustees’** means the directors but where a Trustee is a corporate body **‘Trustee’** includes where appropriate the named representative of the Trustee;

**‘written’** or **‘in writing’** refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper,

**‘written resolution’** refers to an ordinary or a special resolution which is in writing;

**‘year’** means calendar year

14 3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning

14 4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it

## **APPENDIX**

### **1 THE PRINCIPLES**

Schools in the Round Square should espouse and practise genuine Hahnian principles and ideals of education. These have as their fundamental objective the full and individual development of every pupil into a whole person, that is the simultaneous realisation of the aspirations- academic, physical, cultural and spiritual – of every member of the community.

This objective will be reflected in the curriculum of each school which through its comprehensive nature, will enable and ensure that such development takes place.

### **2 SERVICES**

In striving to achieve balance between self-improvement and self sacrifice in the interests of others, schools of the RS should develop in their pupils qualities of skill and care. They should educate their pupils in the concept and practice of service to those in need in their local communities and in projects further afield. Much of this will be achieved internally through example and the experience of the spiritual dimension which should exist in every school.

At the same time all pupils, during their school career, should be involved in service to the wider community and those in need beyond the school.

RS schools should also demonstrate an active concern for the natural environment, appreciating proven environmental problems and playing a part in tackling these.

### **3 CHALLENGE**

RS Schools are committed to train their pupils in the appreciation of physical health and moral fortitude through the challenge and adventure of outdoor pursuits. In this context graded 'Outward Bound' type activities should be included/important to the curriculum and the fostering of a spirit of adventure in all pupils an important aspiration.

### **4 RESPONSIBILITY**

Education in the value of-and active participation in- democracy is essential in all Round Square schools. Pupils, particularly appreciating the importance of self discipline, should be trained and obliged through partnership with adults in the school community to take an active share in the running of the school. A high level of responsibility will be devolved upon them both individually and collectively. Freedom of thought and speech should be encouraged, with appropriate forums and channels of communication existing to satisfy their aspirations.

### **5 GLOBAL PERSPECTIVE**

Schools of the RS should be as comprehensive as possible in the composition of their student bodies and, in particular, they should aim to be international and welcome pupils of all nationalities, although circumstances may dictate that this is possible only on an exchange or short term basis. Pupils should learn to appreciate and value cultures, religions and languages other than their own and see themselves as genuinely international citizens

## **6 COMMITMENT**

It is not for schools to be nominal or institutional members of Round Square. All members of member schools-Governors, staff and pupils- should embrace the philosophy and values of the movement. Member schools must be prepared to submit themselves to periodic appraisal to ensure continued membership.

## **7 SPECIFIC EXPECTATIONS**

Furthermore, schools of the RS should play a full part in the responsibilities and activities of the Round Square. These, inter alia, include participation in Conferences (regular and occasional), international service projects (particularly RSIS), pupil and teacher exchanges, raising funds for RS activities. There is an expectation to be involved in the organisation of some of these activities, including the staging of conferences. Membership of the RS involves an enriching of the Round Square's corporate vision and influence.



**MINUTES OF THE ANNUAL GENERAL MEETING OF ROUND SQUARE LIMITED**  
**Held at Penryn College, Nelspruit, South Africa**  
**On 28<sup>th</sup> September 2012**

**Board members**

H M King Constantine (President)  
Mr R Fraser (Chairman)  
Mr H Aigner  
Mrs T Balch  
Mr P Crouch  
Mrs E Dase  
Mr D Golden  
Mr J Hamilton  
Mr G McLean  
Mr J O'Connor  
Mr S Singh  
Mr M Walton

**Global Member Schools**

Abbotsholme  
Ashbury College  
Assam Valley School  
Athenian School  
Beau Soleil  
Bermuda High School  
Bishops College  
Bridge House School  
Brookhouse International  
Cate School  
Cheong Shim International Academy  
Chittagong Grammar  
Cobham Hall  
Dainfern College  
Deerfield Academy  
Dhirubhai Ambani International  
Enka Schools  
Felsted School  
Indian School, Oman  
ICS, Switzerland  
Ivanhoe Grammar  
King's Academy  
L'Ermitage International  
Lakefield College  
Lower Canada College  
Mayo College  
Millenium School  
MLC, Sydney  
Oprah Winfrey Leadership Academy  
Penryn College  
Regent's School, Bangkok  
Rothsay Netherwood School  
Saint Andrew's School  
Schule Birkelhof

Mrs S Kuster (Representing Head)  
Mr E Bailey (Representing Head)  
Mr D Attestone (Representing Head)  
Mr E Niles (Head)  
Mr D Lineham (Head)  
Mrs K Ross (Representing Head)  
Mrs S Gardner (Representing Head)  
Mr M Russell (Head)  
Mr J O'Connor (Head & Board member)  
Mr K Wers (Representing Head)  
Mr L Sil (Head)  
Mrs M Khan (Head)  
Ms J Caro (Representing Head)  
Mr S West (Head)  
Ms M Lyman (Representing Head)  
Mr A Basu (Representing Head)  
Ms J Guy (Head)  
Ms B Lemoine-Chicoine (Representing Head)  
Ms P Ghosh (Head)  
Mrs M Campbell (Head)  
Mr R Fraser (Head & Board Member)  
Ms V Azar (Representing Head)  
Mr C Hunter (Head)  
Mr G Bird (Representing Head)  
Mr C Shannon (Head)  
Mr V Lalotra (Head)  
Mr M Guzder (Head)  
Ms K Neligan (Representing Head)  
Mrs A Van Zyl  
Mr G Theron (Head)  
Mr M Kneath (Head)  
Ms K Read (Representing Head)  
Mr N Dorn (Representing Head)  
Mr O Bieber (Representing Head)



Schule Schloss Salem  
 St Clement's School  
 St George's Grammar  
 St Philip's College  
 Scindia Kanya Vidyalaya  
 Scotch Oakburn  
 Stanford Lake College  
 Stiftung Landheim  
 Stiftung Louisenlund  
 Strathcona Tweedsmuir  
 Tamagawa Academy  
 The Armidale School  
 The Assam Valley School  
 The Athenian School  
 The Daly College  
 The Hotchkiss School  
 The Indian School, Oman  
 The Lyceum School  
 The Millenium School  
 The Punjab Public School  
 The Regents School  
 The Sanskaar Valley School  
 Tiger Kloof  
 Trinity Anglican School  
 UWC Singapore  
 Westminster School

Mr B Westermeyer (Head)  
 Ms J Scott (Representing Head)  
 Mr J Cameron (Head)  
 Mr C Tudor (Head)  
 Mrs N Misra (Head)  
 Ms T Degura (Representing Head)  
 Mrs R McGaffin (Representing Head)  
 Mr H Aigner (Head & Board member)  
 Ms C Donovan (Representing Head)  
 Mr W Jones (Head)  
 Mr Y Obara (Head)  
 Mr G Harris (Deputy Head)  
 Mr D Attestone (Representing Head)  
 Mr E Niles (Head)  
 Mr S Singh (Head & Board Member)  
 Mr D Thompson (Representing Head)  
 Mrs P Ghosh (Representing Head)  
 Mrs S Ahmad (Head)  
 Mr M Guzder (Head)  
 Cmdre I L Syal (Head)  
 Mr M Walton (Head & Board Member)  
 Mrs P Lalwani (Representing Head)  
 Mr M Boobbyer (Head)  
 Mr C Daunt Witney (Head)  
 Mr F Cairns (Head)  
 Mr S Bousfield (Head)

#### **Regional member schools**

Eleraki School, Morocco  
 Roedean School SA  
 Vela School

#### **Observer Schools**

Hackley School, U S A  
 Milton Abbey School, U K  
 Prepa Udem, Mexico  
 Shenzen Concord College of Sino-Canada

#### **Honorary Members**

Mrs R Angus  
 Mr N Becker  
 Mr P Habberton  
 Mr A Hyde  
 Mr D Hossack  
 Mr G Nurser  
 Mr D McLellan  
 Mrs A van Zyl

#### **In attendance**

Executive Director  
 RSIS Manager  
 RS Guardian  
 RS Business Manager  
 RS Accountant  
 RS Alumni Representative

Mr B Dawson  
 Miss E Gray  
 Mrs A West  
 Mrs J Howison  
 Mrs J Driver  
 Ms T Ware

Apologies were received from

Mr R Attwood, Mr H Macdonnell, Mrs S Isphani, Mr R Otero, Mr S Bruce Lockhart

The President, H M King Constantine welcomed delegates to the Round Square Annual General Meeting 2012

**1 Recommendations of the Board of Directors**

The Members Committee of the Round Square Board had met and recommended a number of schools for Global membership of the organization  
The Board had agreed these recommendations  
The Executive Director had written to Global Member schools informing them of the decisions taken in respect of these schools  
The recommended Schools had been accepted for membership unanimously

New Global schools welcomed at this AGM were

Amman Baccalaureate School, Amman, Jordan  
Enka Schools, Istanbul, Turkey  
The Lyceum School, Karachi, Pakistan  
Dainfern College, Dainfern, Johannesburg, South Africa  
CheongShim International Academy, Korea  
Oprah Winfrey Leadership School, Meyerton, Johannesburg, South Africa

A presentation to the AGM was made by each of the new Global member schools who were then invited, in turn, to be presented to His Majesty King Constantine  
His Majesty presented Round Square flags, badges and membership certificates to the delegations from each of the schools

**2. Appointment of Honorary Members following the recommendation of the Board of Directors**

The Board had received and approved the following nominations for honorary membership

Mr Peter Habberton  
Mr Barry Hart

Mr Habberton was invited to accept the Round Square Certificate marking this award Caron Oliver accepted the award on behalf of Mr Hart who was unable to be present

**3 To receive and approve the Minutes of the Annual General Meeting held at Wellington College School**

Minutes were agreed as accurate and signed by H M King Constantine

**4 Report from the Chairman**

The report from the Chairman, having previously been circulated, drew no further comment

**5 Report from the Executive Director**

The report from the Executive Director, having been previously circulated, drew no further comment

**6. Report from the RSIS project Coordinator**

The report from the Round Square International Service project Coordinator, having been previously circulated, drew no further comment

**7. To adopt the revised Articles of Association for Round Square**

The revised Articles of Association had been circulated to all member schools in early September  
Schools had been invited to comment on the Articles or to raise any queries through the business office  
The Articles had been drawn up by Lawyers in the U K to comply with relevant legislation and aspects of good governance as recognized by the Charity Commission of England & Wales, the Charity Commission had approved the newly revised Articles of Association for Round Square as presented  
Mr Fraser asked that the new Articles be proposed for adoption by the organisation

The Articles were proposed for adoption by Mr John O'Connor, seconded by Mr Helmuth Aigner and adopted unanimously by the Members

Mr Fraser advised members that work was currently taking place to build the internal rules of governance for the organisation. These rules of governance would be available for discussion at regional meetings taking place early in 2013, the Board hope that the rules could then be adopted by the Board at their meeting in March 2013

**8 To receive the Accounts for the year to 31<sup>st</sup> July 2012**

Financial reports had been circulated to global member schools, the following points were then highlighted

- For the year ended 31<sup>st</sup> July 2012, the income and expense account produced a surplus amounting to £153,586
- Over £104,000(68%) of this can be attributed to 'extraordinary' income in the form of a Conference surplus from Wellington College and 'seed' funding for the global forum
- Of the remaining £49,000, over £16,000 relates to the Prince Alexander project fund
- Adding the Wellington conference surplus means that there is now over £173,000 in the project development fund
- The PAPF has a balance of £68,500
- Income for the year increased substantially by 35%, including £42,000 more in subscriptions than in the previous year and £78,500 more in project monies
- Overall Conference expenditure increased as there were two Conferences during the period (as expected)
- Project costs increased (as expected) given the greater number of projects, but also the commitment to providing more support to both students, in the form of bursaries, and staff expenditure in the form of reduced costs. PAPF income increased by just over £20,000
- The total reserves for Round Square now stand at £638,936
- These reserves are held in three different categories, restricted funds of £74,651, designated funds of £207,000 and unrestricted or general funds of £357,311

The proposal to accept the accounts as approved by the Board was made by Mr G McLean, seconded by Mr J O'Connor and agreed unanimously

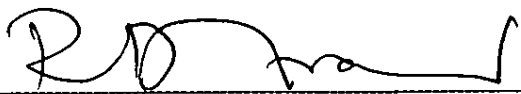
**9. To re-appoint the Auditors for the Year to 31<sup>st</sup> July 2013**

Haysmacintyre were proposed as the Auditors for the organisation for the year to 31<sup>st</sup> July 2013, the proposal was made by Mr G McLean, seconded by Mr J O'Connor and agreed unanimously.

**10 Any other business**

There being no other business the meeting concluded

These Minutes provide an accurate account of the meeting



Mr R D Fraser, Chairman, Round Square Board of Trustees

Date 3 November 2012