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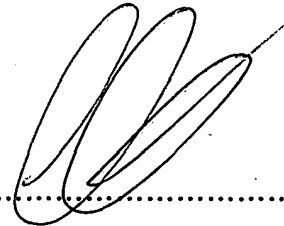
THE COMPANIES ACT 2006

NEW ARTICLES OF ASSOCIATION

OF

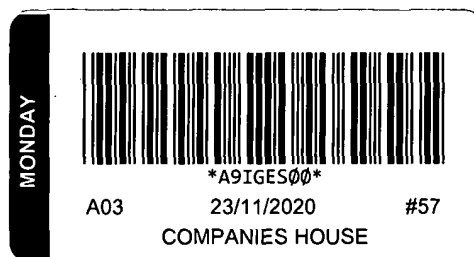
BIRCHFIELD SCHOOL LIMITED

Adopted by Special Resolution Passed 9th November 2020



Chairman

PRESENTATION
MSM LTD
3, DARTMOUTH AVE
PATTINSHAM
MR WOODHAMPTON
STAFFORDSHIRE
WV6 7DP.



THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL

ARTICLES OF ASSOCIATION OF BIRCHFIELD SCHOOL LIMITED

INTERPRETATION

The following interpretations shall be applied to these Articles :

- (a) "The Company" means the Company as the name registered in the Memorandum of Association
- (b) "The Act" means the Companies Act, 2006, and so as to include all and any further statutory modifications or re-enactment for the time being in force as subsequently made and enacted from time to time whether by statute, statutory instrument or other order.
- (c) The Companies (Model Articles) Regulations, 2008, save as specifically modified or excluded by or inconsistent with any Article adopted hereafter, shall constitute the adopted regulations of the Company. "The 2006 Act " means the Companies Act, 2006.
- (d) " Full Member " means a member elected as a full member in accordance with the provisions of these articles of association by the Company pursuant to Sub - Clause (a) of Clause 3 of the Memorandum of Association.
- (e) " Associate Member " means a member elected as an Associate Member in accordance with the provisions of these articles of association pursuant to sub - clause (a) of Clause 3 of the Memorandum of Association. Persons eligible to apply for membership as an Associate Member shall be new applicants for membership other than exiting members of the Organisation.

LIMITED LIABILITY

1. The liability of the members shall be limited to the amount that every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for the purpose of payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves.

THE BOARD AND DIRECTOR APPOINTMENTS

- 2. (a) The minimum number of appointed Directors of the Company shall not be less than one. Any person willing to act as a director and who is not prohibited in law from so acting may be appointed to the board either by way of a decision of the directors or by way of an ordinary resolution of the members.
- (b) The number of Directors as appointed from time to time shall constitute the Board of the Company.
- (c) The Company by way of the passing of an Ordinary Resolution in General Meeting may determine the maximum number of Directors that may be appointed. Unless and until such time as otherwise determined, there shall be no maximum number.
- (d) No Director of the Company shall be required to retire by rotation.

(e) Unless and until so nominated or appointed by the Board, no person shall be deemed to be eligible to be appointed to the position of Director of the Company unless and until not less than fourteen nor more than thirty five clear calendar days have elapsed before the date of holding any General Meeting of the Company and there shall have been lodged with the Company Secretary at the registered office of the Company notice in writing by a Member enabled to attend and vote at any such General Meeting of his intention to propose any such person for election as a Director of the Company and a further notice in writing signed by the person proposed for election as a Director of his consent to be appointed as such a Director.

(f) The Board shall at all times (and until such time as otherwise determined by the Company) retain the power to appoint any person to the position of Director from time to time. Such power shall be exercisable for the purpose of either appointing a further Director of the Company to the Board or in order to fill any casual vacancy that may arise from time to time on the Board. Such power is exercisable without prejudice in any respect to the power of the Company in General Meeting to elect a person so nominated to be a Director of the Company.

(g) The Directors may appoint one of their number to the position of Managing Director or such other executive position as they may determine.

(h) Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

(i) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action. No such special resolution invalidates anything which the directors have already done.

(j) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles to such persons, by such means (including by power of attorney) to such an extent in relation to such matters or territories and on such conditions or subject to such restrictions as they may see fit. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(k) The directors may revoke any delegation in whole or part or alter its terms of reference at any time.

COMMITTEES OF THE BOARD

3. (a) Committees to which the directors delegate any of their powers must follow procedures which are based as closely as possible on those provisions of the articles which govern the taking of decisions by directors.

(b) The directors may make rules of procedure for committees, which prevail over rules derived from the articles if they are not consistent with them.

NOTICE OF MEETING OF THE DIRECTORS

4. (a) Notice of such meeting of the Directors shall be given to each Director (including every Alternate Director) at any address supplied by him to the Company (including by way of electronic communication), for such purpose whether or not he is present within the United Kingdom, provided that any Director shall have the power to waive notice of any such meeting either prospectively or retrospectively and if he does so it shall not affect the validity of such meeting that the required notice was not given to him.

(b) A meeting of the Directors may be convened and held at any location in any jurisdiction anywhere in the World.

(c) Any appointed director may call a directors' meeting by giving notice of a meeting to the other appointed directors and any such notice must state the proposed date, time, location and subject matter and where it is

anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(d) Such notice of a directors' meeting need not be given in writing, but must be communicated to each director in a reliable and effective manner and such director convening such meeting must ensure subject to the urgency of any matter to be decided by the directors that as many directors as practicable are likely to be available to participate in it.

(e) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice, prospectively or retrospectively and a Director is to be treated as having waived his entitlement to notice of a meeting if they have not supplied the company with the information necessary to ensure that they receive the notice before the meeting takes place.

RESOLUTIONS OF THE BOARD

5. (a) Any decision of the directors must be either a unanimous decision or a majority decision except where : -

(i) the company only has one director, and

(ii) no provision of the articles or rule made by the directors requires it to have more than one director (either generally or for the purposes of taking decisions other than majority decisions),

(b) Subject to the articles, the directors may take either a unanimous decision or a majority decision on any matter, and may, but need not, take any decision at a directors' meeting.

(c) The directors take a unanimous decision when they all indicate to each other that they share a common view on a matter. A unanimous decision may be taken without any discussion between directors and may (but need not necessarily) take the form of a resolution in writing, copies of which have been signed by each director.

(d) A majority decision may be made without a directors' meeting and such decision is taken if a director has become aware of a matter on which the directors need to take a decision and if that director has made the other directors aware of the matter and the decision and if the directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other and a majority of those directors vote in favour of a particular decision on that matter. If, however, a director is aware that consultation with another director will make it impossible to take a particular decision as soon as the company's business requires then that director may decide not to communicate with that other director in relation to that decision before it is taken, but must communicate any such decision not to communicate to all the other directors as soon as is practicable, explaining the reasons for it.

(e) if a director states that he does not wish to discuss or vote on a particular matter, the directors may choose not to communicate with that director in relation to decisions to be taken on that matter.

(f) Directors participating in the taking of a majority decision otherwise than at a directors' meeting may be in any location anywhere in the World and may participate at different times and may communicate with each other by any means.

QUORUM

6. No majority decision (other than a decision to call a directors' meeting or a general meeting) shall be taken by the directors unless a quorum participates in the decision-making process. The quorum for directors' decision-making may be fixed from time to time by a decision of the directors and unless otherwise so fixed shall be two (where two directors are appointed) and one (where only one director is appointed) and if the number is not satisfied the directors may not take any majority decision other than a decision to appoint further directors, or to call a general meeting so as to enable the shareholders to appoint further directors. Where the Company has only a single director then one Director attending and voting shall constitute a quorum.

APPOINTMENT OF CHAIRMAN

7. (a) The directors may appoint one of their number to chair all of the processes by which a majority decision may be taken, or a particular process, or processes of a particular type (such as directors' meetings), by which a majority decision may be taken and any such director so appointed shall be known as the chairman.

(b) The directors may terminate the chairman's appointment at any time.

(c) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it is scheduled to start, the participating directors must appoint one of themselves to chair it in the appointees absence.

(d) The Chairman shall have a second or casting vote in the case of an equality of votes which may only be exercised by him to maintain the status quo. However, the directors may make a rule that if a majority decision is to be taken on a matter and equal numbers of directors hold differing views on the matter then the views of the chairman or some other specified director shall determine the majority decision which is taken on that matter except that such casting vote rule shall not apply if the views of the specified director are to be disregarded as a result of an actual or potential conflict of interest.

CONFLICT OF INTEREST

8. A Director shall be entitled to vote in regard to any contract or arrangement in which he is interested or on any such like matter arising thereout provided that he declares his interest pursuant to S. 177, Companies Act, 2006, and if he votes on any such matter or related matter then his vote shall be counted and his presence at the meeting shall be counted in estimating a quorum in considering any such arrangement or contract whether at a meeting of the Directors or committee of the directors. The declaration of any interest by a Director in any contract or arrangement shall be formally recorded in the minutes of the meeting.

9. (a) No requirement exists to declare an interest in the case of the following permitted causes which shall remain exempt :-

(i) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(ii) subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and

(iii) a contract about benefits for employees and directors or former employees and directors of the company or any of its subsidiaries which does not provide special benefits for directors or former directors.

(b) In determining the right of a director to vote the question shall be referred to the chairman of the meeting whose ruling in relation to any director other than the chairman shall be conclusive.

MINUTES OF BOARD MEETINGS

10. The directors shall ensure that the company keeps a record in writing, of every unanimous or majority decision taken by the directors for at least ten years from the date of the decision recorded in it and shall maintain such minutes in a book properly designated for such purpose and shall convey copies of such documents in any manner they may see fit.

REMUNERATION OF DIRECTORS & EXPENSES

11. (a) A director shall be entitled to remuneration for their services to the company as directors and) for any other service which they undertake for the company and such remuneration may include terms and conditions relating the payment of a pension, allowance or gratuity and or any death, sickness or disability benefits as may be determined by the board from time to time and any such directors' remuneration shall accrue on a daily basis.

(b) The company may pay any such reasonable expenses which the directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

DIRECTORS DUTIES OF OFFICE

12. (a) A Director of the Company (including every appointed alternate Director) shall be subject to the general duties as specified in S.171 - 177, Companies Act, 2006, which shall at all times be owed by every Director to the Company.

13. Every appointed Director shall at all times in the exercise of the powers and duties of his office and otherwise :-

(a) Act within the powers of the registered constitution of the Company and only exercise such powers for the true purpose for which they have been conferred upon him.

(b) Act in good faith with the object of promoting the furtherance and success of the Company for the benefit of its members, employees, the communities in which it is established and in which it operates, and to further good relations between its suppliers and customers, to act reasonably and fairly between members and to promote the reputation, success and understanding of the company.

(c) Exercise independent judgement where appropriate.

(d) Exercise at all times reasonable care, skill and diligence in the exercise of the powers of his office.

(e) Avoid any direct or indirect conflict of interest with the interests of the Company, except where such transaction or arrangement with the Company which has been authorised following declaration of interest made to the Board under article 5. (g) provided that such authorisation and approval is made by a majority of the Board without the vote of the Director(s) subject of the declared interest and without counting him in declaring a quorum for a meeting of the Board or any other such interested Director.

(f) Refuse any direct or indirect benefits arising or resulting from (whether directly or indirectly) his position as a Director (or otherwise) or in relation to any other position or office held by him within the Company from a third or other party and which would be conferred as a result of him agreeing, undertaking, assisting, facilitating or omitting to undertake any action as a Director which may normally be expected of him in the normal course of his duties except where such benefit cannot reasonably be regarded as having derived from his position or office.

(g) Declare the nature and extent of any interest in any proposed transaction or arrangement with the Company and any such declaration may be made by way of written notice to the Board of Directors, at a meeting of the Board or by way of written notice under S. 184, 2006 Act or by way of general notice under S.185, 2006 Act before any such transaction is entered into.

(i) Such notice need not be given where a Director is not aware or have knowledge of any such proposed transaction or arrangement, where no conflict of interest has arisen, where the Board is already aware of any such proposed transaction or arrangement or where such transaction or arrangement relates to his terms or conditions of service..

(ii) In the event that any such declaration is inaccurate or incomplete, or becomes so by way of the change and nature of events, then a further declaration must be made based upon the changed circumstances.

APPOINTMENT OF ALTERNATE DIRECTORS

14. (a) An appointed Director of the Company shall be entitled to appoint an alternate director in order to attend and vote at any meeting of the board of directors or a committee of the Directors at which the appointing Director is unable to attend. Such alternate Director may represent more than one director but in determining a quorum present at any meeting of the Directors shall only be counted as a single Director but nevertheless shall be entitled to cast one vote for each of the Directors for whom he is appointed as an alternate Director.

(b) The appointment of an alternate Director shall be approved by the Board of Directors prior to an alternate director's appointment being effective and to him taking up any such duties and he shall not be entitled to any remuneration other than the reimbursement of his reasonable expenses.

DIRECTORS' BORROWING POWERS

15. The Directors shall be empowered (whether expressly or impliedly) to exercise in pursuance of its objects and powers all of the borrowing powers of the Company,

(a) to negotiate credit facilities and credit lines from suppliers and other commercial and non - commercial bodies and to delegate such negotiating powers to other officers and employees of the Company.

(b) to borrow and secure the payment of any and all such moneys loaned to the Company in any form of currency by guarantees or any other form of appropriate security.

(c) to guarantee the fulfilment of any and all such obligations and the performance of any such contract or other obligations entered into on behalf of the Company, and,

(d) (subject to Section 80 of the Act) to issue any redeemable share capital, loan or debenture stock and debentures and to charge and mortgage any and all of the assets and property and uncalled capital of the Company.

APPOINTMENT OF COMPANY SECRETARY

16. (a) Pursuant to the provisions of S. 270, Companies Act, 2006, the Company may appoint an officer or person as its appointed Company Secretary but if no such person is so nominated any duty that may normally be required to be done by a Company Secretary may be undertaken by either a director or a person authorised generally or specifically by the Directors.

(b) Where no Company Secretary is appointed any person authorised to undertake the duties of a Company Secretary shall in the view of the Directors be of sufficient competence or experience to undertake such role and the Directors shall in making any such appointment take into account the extensive duties and requirements on the Company under the Companies Acts, 1985 - 2006 and supporting statutory instruments.

MEMBERSHIP AND APPLICATIONS FOR MEMBERSHIP

17. In this and the following Articles : -

"Full Member " means a member elected as a full member in accordance with the provisions of these articles of association by the Company pursuant to Sub - Clause (a) of Clause 3 of the Memorandum of Association. Persons eligible to apply as a Full Member shall be existing members of the Organisation (as defined in Clause 1 of the Memorandum) and those having held Associate Membership for three years.

" Associate Member " means a member elected as an Associate Member in accordance with the provisions of these articles of association pursuant to sub - clause (a) of Clause 3 of the Memorandum of Association.

" Committee of Membership " means a Committee that may be established by the Board of Directors for determining applications for Membership and other membership matters as defined by the Board.

(a) The subscribers to the memorandum and articles of association of the Company and such other persons as are admitted to membership in accordance with the memorandum and articles shall be the members of the Company. No person shall be admitted as a member of the Company unless he is approved by the Directors or Committee of Membership. Every person who wishes to become a member shall deliver to the Company an application for membership in writing in such form as the Directors require executed by him. Such applications as are received shall be proposed and seconded by Full Members of the Company to whom the applicant is known and such applications as are received shall be addressed to the Company Secretary at its registered office and shall be posted on a designated Notice Board at the registered office no less than fourteen calendar days before the proposed day of election (not including the day of posting and day of proposed election). The election of an applicant to Member shall not be completed until a Notice of Admission is posted to the applicant on headed notepaper of the Company to the address given in his application.

(b) The annual subscriptions and admission to membership fees payable by each of Full Members and Associate Members shall be as laid down and determined by the Company in General Meeting.

(c) Any member may at any time withdraw from membership of the Company by giving at least seven clear days' notice in writing to the Company by addressing such notice to the Company Secretary at its registered office. Such withdrawal from Membership shall be effective on the date of receipt of such letter but such resignation shall nevertheless remain subject to the provision of Clause 5. of the Memorandum of Association. Membership shall not be transferable and shall cease immediately on death.

(d) The annual subscriptions and admission to membership fees payable by each of Full Members and Associate Members shall be as laid down and determined by the Company in General Meeting.

(e) If any member ceases to be such for any reason whether laid down in these articles or by associated regulations made (including by way of death) then he shall be deemed to have resigned as a member of the Company.

(f) A person accepted as a member shall at all times comply with any such regulations and any conditions of admission to membership of the Company as contained within these Articles and that the Company in General Meeting may from time to time deem it necessary to impose. No person shall be entitled to benefit from or participate in any of the rights, benefits or privileges of the Company until such time as formally admitted as a Member

(g) A Member shall notify any change of address to the Company Secretary within fourteen calendar days.

(h) Discretion as to applications and eligibility for membership shall at all times be under the control of the Directors, either directly or by way of the Committee of Membership, including determinations as to the eligibility of applicants as Full Members or Associate Members, on such terms and in such manner as they think fit.

The Directors shall establish a Committee of Membership within three calendar months of the date of incorporation of the Company but matters of membership shall be determined by the Directors until establishment of such Committee of Membership.

(i) The Directors acting by the Committee of Membership may refuse any application for membership without being required to give any reason or explanation thereof and shall so refuse any application for membership made in contravention of any of the provisions of the Memorandum and Articles of the Company.

(j) In order to expel a member a notice must be sent to the Company Secretary signed by at least ten members or by any two members of the Committee of Membership established for membership matters, or failing such Committee, the Directors laying down their grounds in writing. Such Member has fourteen calendar days to request a meeting with the Committee of Membership whereby he may make his representations or may be represented for such purpose and such Member shall be notified of the reasonable time and date of such meeting. The Member shall then be advised of the decision of the Committee of Membership and shall have the right of appeal to the full board of Directors who may approve, modify or refuse the decision of the Committee but shall state the grounds for making such decision.

(k) The total number of members which the Company proposes to admit to membership shall not exceed 200 but may be increased from time to time by an ordinary resolution passed in General Meeting.

(l) Any Committee of Membership established by the Directors shall comprise of no less than five Full Members of whom at least one shall be a Director, who shall also act as the Chairman. Any Full Member may apply to join the Committee of Membership, each member of whom (except the Director) shall be nominated by at least two Full Members and the nomination lodged with the Company Secretary not less than seven calendar days before the Annual General Meeting. The Committee of Membership shall be elected annually at the Annual General Meeting of the Company by the Full Members. All members of the Committee of Membership shall offer themselves for re-election annually unless notifying of their intention to stand down not less than twenty four days prior to the date of the Annual General Meeting and such notice shall be given to the Company Secretary.

(m) The Committee of Membership shall be empowered to fill a casual vacancy provided that the nomination procedure is followed and any such appointee is offered for re-election at the next Annual General Meeting.

(n) A member of the Committee of Membership shall be vacated should such person cease to be a Full Member, becomes bankrupt, of unsound mind, is in breach of any statutory provision in force from time to time barring him from such office or is subject to a Disqualification Order from being involved in the management or control of any Company.

COMMITTEE OF MANAGEMENT

18. (a) The day to day business of the Company, other than matters of membership, may be managed and run by a Committee of Management established by the Directors for such purpose.

(b) Any Committee of Management established by the Directors shall comprise of no less than five Full Members of whom at least two shall be Directors, one of whom shall also act as the Chairman. Any Full Member may apply to join the Committee of Management, each member of whom (except the Director) shall be nominated by at least two Full Members and the nomination lodged with the Company Secretary not less than seven calendar days before the Annual General Meeting. The Committee of Management shall be elected annually at the Annual General Meeting of the Company by the Full Members. All members of the Committee of Management shall offer themselves for re-election annually unless notifying of their intention to stand down not less than twenty four days prior to the date of the Annual General Meeting and such notice shall be given to the Company Secretary.

(c) Every Director and each Full Member shall be eligible to serve on both the Committee of Membership and the Committee of Management.

(d) The Committee of Management shall be empowered to call and regulate their own meetings as they see fit and may make, alter or revoke such rules and regulations as it sees fit, provided that all such decisions are approved by the Board of Directors and notified to every Member within fourteen calendar days.

(e) The Committee of Management shall be empowered to fill a casual vacancy provided that the nomination procedure is followed and any such appointee is offered for re-election at the next Annual General Meeting.

(f) All and any decisions of the Committee of Management shall be approved by the full Board of Directors who may modify, revoke or suspend any decision of the Committee of Management

(g) A member of the Committee of Membership shall be vacated should such person cease to be a Full Member, becomes bankrupt, of unsound mind, is in breach of any statutory provision in force from time to time in force barring him from such office or is subject to a Disqualification Order from being involved in the management or control of any Company.

PROCEDURES AND CONVENTION OF GENERAL MEETINGS

19. (a) All meetings duly convened and held by the Company (other than the Annual General Meeting) shall be referred to as an Extraordinary General Meeting of the Company.

(b) The company may convene a general meeting anywhere in the World and in determining whether a quorum is present two or more persons who are not in the same geographical location as each other may be deemed to be attending such general meeting if their circumstances are such that if they have and are able to exercise the rights to speak and vote at that meeting by way of being in a position to communicate to all those attending the meeting on the business of the meeting.

(c) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it and in doing so they shall have regard to the legitimate interests of the company, individual members and others attending the meeting in the efficient despatch of the business of the meeting.

(d) Any notice issued by the Company convening any such General Meeting shall comply with the Act thereby notifying members of their rights to appoint proxies at any such meeting. All and any other notices and communications relating to any General Meeting of the Company and which any Member is entitled to receive shall also be sent to the appointed Auditors or Accountants for the time being of the Company.

(e) Provided that a member has given prior consent to the Company in writing and provided an effective and correct address to which such notice may be sent, then the Company shall be empowered to give notice communicated to him by a legible form of electronic transmission, being all and any form of electrical or electronic communication whether by electric, electro - magnetic, electro - optical or any other like or similar method of transmission and in the event that any such communication is made by such method, notice shall be deemed to have been served on the member on either the date that such electronic communication was effected or on the actual date that it was physically delivered to the member, whichever date shall be the earliest.

(f) The Company shall not transact any business at any General Meeting unless a quorum is present and a quorum shall comprise of two persons entitled to attend and vote upon the business to be transacted, each such person being an actual member of the Company or a proxy for a Member or a duly authorised representative of a corporation. If such a quorum is not present within half an hour of the time set for any such adjourned meeting then the meeting may be dissolved thereafter.

(g) Whensoever the Company has only a single member, then a quorum shall be constituted by that sole member being present either in person, in person as a voting proxy for another member or by means of a proxy vote lodged with the company prior to the meeting. In the case of another Company being a sole member, attendance by a duly authorised person of that Company shall count towards determining a quorum.

(h) All and any decisions taken by a single member in a General Meeting of the Company or by way of a written resolution shall be deemed to be effective and all and any such decisions so made shall be recorded in

writing and entered into and maintained in the minute book of the Company, being the dedicated book held and maintained by the Company for such purpose.

(i) No resolution may be passed if such resolution requires the casting vote of the Chairman who shall not exercise such vote other than to maintain the status quo.

(j) If any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting and not, in that case, unless in the opinion of the Chairman the error is of a sufficient magnitude as to vitiate the resolution.

(k) On a show of hands every member being an individual and present or (being a corporation) is present by a duly authorised representative then (unless he is himself a member entitled to vote) then every person attending as a member or a proxy shall have one vote on a show of hands (or other agreed system of voting by electronic means or otherwise) and one vote on a poll (subject to any restrictions attaching to the share class).

(l) All original signed notices of meeting and other papers relevant to the convening and proceedings of such meetings shall be held and maintained with the statutory books of the Company.

(m) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

(n) If the directors have not appointed a chairman, or if the chairman is not present within ten minutes of the time at which a meeting was to start then the directors present or if no directors are present, the meeting itself must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting and such appointee shall be referred to as the "the chairman of the meeting".

DIRECTORS RIGHT TO ATTEND AND VOTE AT GENERAL MEETINGS

20. Directors may attend and speak at general meetings, whether or not they are members and the chairman of the meeting may permit other persons who are not members of the company or otherwise entitled to exercise the rights of members in relation to general meetings to attend and speak at a general meeting.

ADJOURNMENT OF GENERAL MEETINGS

21. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, the chairman of the meeting must adjourn it.

22. The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

23. The chairman of the meeting must adjourn a general meeting at which a quorum is present if he is directed to do so by the meeting.

24. When adjourning a general meeting the chairman must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

25. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it to the same persons to whom notice of the company's general meetings is required to be given containing the same information which such notice is required to contain. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS BY CLASS OF MEMBERSHIP

26. (a) Except as hereinafter provided, each Full Member shall be entitled to attend and vote at every General Meeting of the Company provided that his fees and subscriptions have been fully paid. Every Associate Member shall be entitled to receive notice of every such General Meeting but shall have no right to attend and vote. On a show of hands every member present in person (including a proxy) so entitled shall have one vote. On a poll every member present in person or by proxy shall have one vote.

(b) Where the Company has for any reason only a single member then where such single member takes any decision which is required to be taken by a General Meeting of the Company or by way of written resolution, then such decision shall be as valid as if it had been taken by the Company in General Meeting save that this paragraph shall not apply in the case of any resolutions passed pursuant to the provisions of sections 303 and section 391 of the Act. Where any decision is taken by a single member then such decision shall be recorded in writing and entered into the Minute Book of the Company.

27. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is taken on it in accordance with the articles.

28. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chairman of the meeting whose decision is final and binding.

29. A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or

- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

30. A poll may be demanded by : -

- (a) the chairman of the meeting,

- (b) the directors,

- (c) two or more persons having the right to vote on the resolution, or

- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

31. Demand for a poll may be withdrawn if : -

- (a) the poll has not yet been taken, and

- (b) the chairman of the meeting consents to the withdrawal.

A poll must be taken immediately and in such manner as the chairman of the meeting directs.

32. If any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting and not, in that case, unless in the opinion of the Chairman the error is of a sufficient magnitude as to vitiate the resolution.

PROXY NOTICES

33. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is executed by or on behalf of the member appointing the proxy; and
- (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

34. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. Unless a proxy notice indicates otherwise, it must be treated as : -

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

35. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

36. An appointment under a proxy notice may be revoked by delivering to the company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

AMENDMENTS TO RESOLUTIONS

37. An ordinary resolution may be amended if : -

- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed 48 hours before the meeting is to take place (or at such other time as the chairman of the meeting may direct), and
- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

38. A special resolution may be amended if : -

- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct an obvious error in the resolution.

39. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

NOTICES

40. Subject to the provisions of these articles : -

- (a) anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information to be sent or supplied by or to the company for the purposes of the Companies Acts, and
- (b) any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

41. A director may agree with the company that notices or documents sent to that director in a specified manner (including by way of e-mail and other electronic communication) are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

42. Any communication sent to a member under the articles must be sent to the member's address as recorded in the register of members, unless—

- (a) the member and the company have agreed that another means of communication may be used , and
- (b) the member has supplied the company with the information it needs in order to be able to use that other means of communication.

43. Any communication sent to a director must be sent to the director's address as recorded in the register of directors unless :-

- (a) the member and the company have agreed that another means of communication may be used , and
- (b) the member has supplied the company with the information it needs in order to be able to use that other means of communication.

INSPECTION OF BOOKS AND RECORDS

44. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person (other than an authorised officer of the Crown) is entitled to inspect or take copies any of the company's books or records or documents merely by virtue of being a member of the company.

ADOPTION OF COMPANY SEAL

45. (a) The Company may adopt a seal which shall then be deemed to be the common seal of the Company.

(b) A seal once formally adopted may only be used under the authority of the Board of Directors or a committee of the Board appointed, authorised and empowered by it to execute all and any such documentation requiring such use of the seal on behalf of the Company. Every document to which the seal is so affixed shall be signed by at least one Director and the Company Secretary or two Directors of the Company, unless the Board at a meeting of the Directors shall have otherwise determined. The obligation to seal share certificates shall not apply if the Company has not adopted a seal.

(c) The Company shall be entitled to have an Official Seal for use abroad in a foreign territory or jurisdiction. Such power to use the seal shall be vested in the Board of Directors who may authorise any person within a foreign jurisdiction to use the seal on behalf of the Company.

PROHIBITION ON DISTRIBUTION OF PROFITS

46. The Company shall not distribute any profits made to the members or to any other person or body but shall apply such profits solely and exclusively to the furtherance of the objects of the Company and it shall not make any distribution to its members of its profits or assets whatsoever, whether in cash or otherwise.

EMPLOYEE PROVISIONS ON CESSATION OF COMPANY

47. The directors shall have the power to decide to make provision for the benefit of any person or persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or any subsidiary company.

RIGHT OF INDEMNITY OF DIRECTORS, OFFICERS AND AUDITORS

48. (a) The Directors and the Company shall be authorised and empowered to take out, purchase and maintain indemnity insurance or insurances to cover any future potential liability referred to in Section 309(6) of the Act of any of the appointed Directors and officers of the Company (who may not necessarily be a Director of the Company) or of any Associated Company (as defined) in addition to the appointed Auditor of the Company.

(b) All of the appointed Director's, officers and the Auditor of the Company shall be entitled at all times to be indemnified out of the assets of the Company against all and any liabilities, losses, debts, charges and expenses incurred and sustained by him as a result of any liability incurred in the performance of any duties of his office, (whether such liability is incurred in civil or criminal law), in defending any proceedings brought against him of which he is acquitted or judgement given in his favour, or in relating to any application under which relief is granted to him from any liability by any Court or recognised tribunal having sufficient authority to do so.

(c) The term " Liability " for the purpose of this Article shall mean any and all such liability incurred by any person being a Director, officer or Auditor (including any breach or failure of duty, negligence, breach of trust or any other default in relation to the Company or an Associated Company) in the course of him carrying out and executing his duties, employment or exercising the powers of his office on behalf of the Company.

DIRECTORS & OFFICERS PENSIONS GRATUITIES AND ALLOWANCES

49. Provided that any Director or Directors of the Company declares any interest (whereupon such declaration shall be recorded in the minutes), he shall be entitled to be counted as part of the quorum and to vote and benefit from the exercise of any power of the Company to establish or enter into, arrange or provide for any scheme or arrangement for the grant of any retirement pensions, annuities, benevolent fund or other benefits and allowances provided or to be provided by the Company for the benefit of any Director or officer or employee or former Director or officers or employees of the Company, (together with its holding company, subsidiaries, associated companies and predecessors in business) and of the members of their family (including any spouse widow, or former spouse and dependants of any Director or former Director of the Company).

RESTRICTIONS ON APPLICATION OF FUNDS

50. (a) The income and property of the Company shall only be applied solely towards the promotion and furtherance of its purpose as :-

“ To undertake the acquisition and management of the school known as Birchfield School and other educational buildings, premises, land and facilities for the purpose of providing facilities for the advancement and furtherance of education at all levels.”.

and no proportion thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise howsoever by way of profit, to members of the Company or to any other body by way of distribution, provided that nothing herein shall prevent the proper remuneration by way of salary of any employee, servant or Director of the Company for services or the reimbursement and payment of any reasonable expenses and costs fairly incurred and defrayed in attending to the business of the Company. No member of the Committee of Management or Governing Body of the Company shall be appointed to any salaried office paid by fees and no remuneration or benefit shall be given other than in money or money's worth.

(b) The Company shall not maintain or support any condition, regulation or restriction on its members or undertake any activity which if an object of the Organisation would have the effect of making it a Trade Union as defined within prevailing legislation at any time.

WINDING UP

51. (a) If following a winding up the Company shall have surplus assets following payments to its creditors and the costs of such procedure then the balance shall be given by the members of the Company, at or before the time of dissolution as they shall direct, to such other relevant and appropriate governing body for use in such a related activity within the Area ("hereafter the Association "), or to some other Area body having objects like or similar to those set out in the Memorandum of Association or to any local charity, or charitable or benevolent Institution within the said Area.

(b) In default of any such decision or apportionment by the members of the Company the matters shall be decided upon and apportioned by a judge of the High Court of Justice having jurisdiction in such winding up or dissolution as he shall determine. Alternatively, such balance may be disposed of in such other manner as the members of the Company with the consent of the Council of the Association as then existing shall determine.
