

**The Companies Acts 1948 to 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**IES LONDON, THE LONDON CENTRE OF THE INSTITUTE FOR THE**  
**INTERNATIONAL EDUCATION OF STUDENTS (ILLINOIS) LIMITED**

**Adopted by special resolution of the members at a general meeting on 3<sup>rd</sup> December 2013**

**GENERAL PROVISIONS**

- 1 The regulations contained in tables A to E of the first schedule to the Companies Act 1948 and the regulations contained in tables A to F of the schedule to the Companies (Tables A to F) Regulations 1985 and the regulations contained in schedule 1 to 3 of The Companies (Model Articles) Regulations 2008 (in each case as amended from time to time) shall be excluded
- 2 In these Articles the words standing in the first column of the following table shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context

WORDS	MEANINGS,
Act	The Companies Act 2006,
Articles	These Articles of Association, and the regulations (if any) of the Association from time to time in force,
Association	The above-named company,
Directors	The directors of the Association from time to time, such persons also being charity trustees as defined by section 177 of the Charities Act 2011,
Members	The members of the Association from time to time as prescribed by Article 5,
United Kingdom	Great Britain and Northern Ireland,
Month	Calendar month,
In writing	Written, printed or lithographed, or partly another, and other modes of representing or reproducing words in visible form,

Words importing the singular number shall include the plural number, or vice versa,

Words importing the masculine gender only shall include the feminine gender,

Words importing persons shall include corporations,





Subject as aforesaid, any words or expression defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these Articles

Any reference to the Council and/or a member of the Council in the Memorandum of Association shall be a reference to the board of Directors and/or a Director as defined in these Articles. Any reference to a member of the Association in the Memorandum of Association shall be a reference to a Member as defined in these Articles

### **ASSOCIATION PURPOSE**

- 3 The Association is established for the purposes expressed in the Memorandum of Association

### **ASSOCIATION MEMBERS**

- 4 Without limitation as to the number of Members which the Association may have registered from time to time, the number of Members with which the Association proposes to be registered is one
- 5 Subject to Article 7, the subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership in accordance with the provisions of Article 6, shall be the Members of the Association
- 6 No person shall be admitted as a Member of the Association unless they have first submitted an application in writing to the Association and the applicant's membership has been approved by the Directors

### **REMOVAL OF MEMBERS**

- 7 Membership is terminated if
- (a) the Member dies or, if it is an organisation, ceases to exist,
  - (b) the Member resigns by giving written notice to the Association,
  - (c) the Member (except in the case of Institute for the International Education of Students where it is a Member of the Association) is removed from membership by a resolution of the Directors that it is in the best interests of the Association that his or her or its membership is terminated. A resolution to remove a Member from membership may only be passed if
    - (i) the Member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed,
    - (ii) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Association) has been given the opportunity (whether or not exercised) to make representations to the meeting

### **GENERAL MEETINGS**

- 8 The Association may, but shall not be required to, hold annual general meetings



- 9 Any Director has the power to call a general meeting at any time by giving notice of the meeting as required by Article 10, or by authorising the company secretary, if any, to give such notice
- 10 At least fourteen clear days' notice in writing is required to give notice of a general meeting. The notice must specify the time and date, place and the general nature of the business to be attended to. The notice shall be given to all those persons (including the Auditors), so entitled to receive notification of the general meeting, but with the consent of all the Members having the right to attend and vote thereat, or any such proportion of them as is prescribed by the Act, a meeting may be convened by such notice as those Members may think fit
- 11 The accidental omission to give notice of a general 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 general meeting

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 12 Resolutions of the Members of the Association may be made by resolution passed in a general meeting or by written resolution circulated to all Members of the Association who would have been entitled to vote upon it had it been proposed at a general meeting. Members may authenticate a written resolution by either signing a paper copy or signifying their agreement to an electronic version of the written resolution. A simple majority of those eligible to vote is required to pass written ordinary resolutions and a seventy five percent majority of those eligible to vote is required to pass written special resolutions. In the case of a Member that is an organisation, its authorised representative may signify its agreement to a resolution at a general meeting or a written resolution
- 13 No business shall be transacted at any general meeting unless a quorum is present. One Member, or if greater such number of Members as are not less than 75% of the total number of Members for the time being, present in person or by proxy shall be a quorum. Any Member may attend a general meeting remotely by way of a telephone or video conference and if attending by such means shall be counted in the quorum for that general meeting
- 14 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 to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting shall be dissolved
- 15 The chairman (if any) of the board of Directors shall preside as chairman at every general meeting, but if there be no such chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall he be unwilling to preside, the Members present shall choose a Director, or if no such person be present, or if all Directors present decline to take the chair, they shall choose some Member of the Association who shall be present to preside
- 16 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

- 17 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands (and confirmed verbally if any Member entitled to attend is present by way of telephone or video conference), unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by any Member present in person or by proxy having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the general meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not earned 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.
- 18 Subject to the provision of Article 17, 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.
- 19 No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
- 20 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**

- 21 Subject as hereinafter provided, every Member shall have one vote.
- 22 Save as herein expressly provided, no Member other than a Member duly registered, shall be entitled to vote on any question either personally or by proxy at any general meeting or on any written resolution.
- 23 Votes at general meetings may be given on a poll either personally or by proxy. On a show of hands (including where the same is confirmed verbally pursuant to Article 17), 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. A proxy need not be a Member.
- 24 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.
- 25 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 registered office of the Association 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.
- 26 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.

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

'IES London, The London Centre of the Institute for the International Education of Students (Illinois) Limited'

'I

'of

'a member of

'hereby appoint

'of

'and failing him

'of

'to vote for me and on my behalf at the

'general meeting of the Association to be held on

'the            day of            and at

'every adjournment thereof

'As witness my hand this            day of            20

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

#### **BOARD OF DIRECTORS**

- 28 The number of Directors shall not be less than three or, until otherwise determined by a general meeting or written resolution of the Members, more than seven
- 29 The Directors may from time to time and at any time appoint any person as a Director either to fill a casual vacancy or by way of addition to the board of Directors, provided that the prescribed maximum is not exceeded. The Directors may at any time remove any Director so appointed by the Directors

#### **ALTERNATE DIRECTORS**

- 30 Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him
- 31 An alternate Director shall be entitled to receive notice of all meetings of Directors, to attend and vote at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Association for his services as an alternate Director
- 32 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director

- 33 Any appointment or removal of an alternate Director shall be by notice to the Association signed by the Director making or revoking the appointment or in any other manner approved by the Directors

#### **POWERS OF THE DIRECTORS**

- 34 The business of the Association shall be managed by the Directors 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 Articles 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 affecting the Association, and to such 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 Directors which would have been valid if such regulation had not been made
- 35 The Directors may act notwithstanding any vacancy in their body, provided always that in case the number of Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act for the purpose of appointing a Director or calling a general meeting to appoint a Director, but not for any other purpose

#### **SECRETARY**

- 36 The Association may, but shall not be required to, appoint or have in place a company secretary. Subject to the foregoing, any company secretary shall be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any company secretary so appointed may be removed by them

#### **THE SEAL**

- 37 The Directors shall provide for the safe custody of the seal which shall only be used by the authority of the Directors or a committee thereof authorised in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director or by some other person appointed by the Directors for the purpose

#### **REMOVAL OF DIRECTORS**

- 38 The office of a Director 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 ceases to be a director by virtue of any provision in the Act or is prohibited by law from being a director,
  - (c) if he is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions),
  - (d) if in the written opinion, given to the Association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months,



- (e) if by notice in writing to the Association he resigns his office, or
- (f) if he is removed from office by a resolution duly passed by the Members subject to the requirements of the Act

#### PROCEEDINGS OF DIRECTORS

- 39 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. 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.
- 40 Any Director may, and on the request of a Director, the Secretary, if any, shall, at any time, call a meeting of the Directors.
- 41 The Directors shall from time to time elect a chairman who shall be entitled to preside at all meetings of the Directors at which he shall be present, and may determine for what period he is to hold office, 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 Directors in attendance shall choose one of their number to be chairman of the meeting.
- 42 A meeting of the Directors 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 Directors generally. Any meeting of the Directors may be held remotely by way of telephone or video conference. A quorum for a meeting of the Directors shall be two Directors present either in person and/or connected remotely by way of telephone or video conference.
- 43 The Directors may delegate any of their powers to committees consisting of such Directors as they think fit, and any committee so formed shall give to the Directors a report of all the business transacted by such committee and shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors.
- 44 All acts bona fide done by any meeting of the Directors or of any committee of the Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director 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 Director.
- 45 The Directors shall cause proper minutes to be made of all appointments of officers by the Directors and of the proceedings of all meetings of the Association and of the Directors and of committees of the Directors, 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.
- 46 A resolution in writing signed by all the Directors, or by all the Directors in any committee, shall be as valid and effectual as if it had been passed at the meeting of the Directors or of such committee duly convened and constituted. Any such resolution may consist of several documents in the life form each signed by one or more Director or of such committee.

**ACCOUNTS**

- 47 The Directors shall cause accounting records to be kept in accordance with the Act. Such records may be denominated in a currency other than pounds sterling.
- 48 The books of account shall be kept at the registered office of the Association, or, subject to the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.
- 49 The Directors 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 persons not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Directors or by the Members in a general meeting or by written resolution.
- 50 The Directors shall from time to time, cause to be prepared such profit and loss account, balance sheets, group accounts (if any) and reports as are required by the Act. Financial information may be denominated in a currency other than pounds sterling. A copy of every such balance sheet (including every document required by law to be annexed thereto), together with a copy of the auditors' report and the Director's report shall be sent to every Member of the Association.

**AUDIT**

- 51 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.
- 52 Auditors shall be appointed and their duties regulated in accordance with the Act.

**NOTICES**

- 53 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Association.
- 54 Subject to the Articles, 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.
- 55 Any notice to be given to or by any person pursuant to the Articles
  - (a) must be in writing, or
  - (b) must be given in electronic form.
- 56 The Association may give any notice to a Member either
  - (a) personally, or
  - (b) by sending it by post in a prepaid envelope addressed to the Member at his or her address, or

- (b) by leaving it at the address of the Member, or
- (d) by giving it in electronic form to the Member's address
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a Members' meeting and must specify the place, date and time of the meeting

- 57 A Member who does not register an address with the Association shall not be entitled to receive any notice from the Association
- 58 A Member present in person at any general meeting and/or a Director present in person at any meeting of the Directors shall, in either case, be deemed to have received notice of the relevant meeting and of the purposes for which it was called
- 59 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that an electronic form of notice was given shall be conclusive where the Association can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act
- 60 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given
- (a) 7 days after the envelope containing it was posted if posted to an address in the UK, or
  - (b) 7 days after the envelope containing it was posted if posted to an address outside the UK, or
  - (c) in the case of an electronic form of communication, 48 hours after it was sent

#### **AUTHORISED REPRESENTATIVE**

- 61 Any Member or Director which is a corporation, shall be entitled to be represented at any meeting it is entitled to and chooses to attend (including for quorum purposes) and may exercise any voting rights and/or any other rights it chooses to exercise, through its authorised representative which shall be any director of that corporate Member or Director and/or any other individual notified to the Association from time to time by the relevant corporate Member or Director

#### **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 Subject to the provisions of the Act and of the Memorandum of Association, every Director and other officer of the Association shall be indemnified out of the assets of the Association against all costs, expenses, losses and liabilities which (s)he may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto