

**Company Number: 00455482**

**The Companies Act 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

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# **ARTICLES OF ASSOCIATION**

**ALPHA PREPARATORY SCHOOL LIMITED**

**Incorporated on 15<sup>th</sup> June 1948**

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# THE COMPANIES ACT 2006

## PRIVATE COMPANY LIMITED BY GUARANTEE

### ARTICLES OF ASSOCIATION OF

#### ALPHA PREPARATORY SCHOOL LIMITED

##### 1. INTERPRETATION, GENERAL, CHARITABLE PURPOSES, POWERS OF THE COMPANY AND LIMITATION OF LIABILITY

1.1 In these articles unless the context requires otherwise:

"the 2011 Act" means the Charities Act 2011;

"Articles" means the Company's articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than Scotland, England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"Chairman" means the Chairman of the Governors;

"chairman of the meeting" means the person in the chair at the meeting in question;

"Company" means Alpha Preparatory School Limited;

"Governor" means a director of the Company, who shall be a director of the Company for the purposes of the Companies Act 2006 and a charity director of the Company for the purposes of section 177 of the 2011 Act;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"member" has the meaning given in section 112 of the Companies Act 2006;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

1.3 References in these Articles to any Act are references to that Act as amended or re-enacted from time to time and to any relevant subordinate legislation made under it.

1.4 The model articles for private companies limited by guarantee in schedule 2 to The Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) are excluded from applying to this Company.

## **2. CHARITABLE PURPOSES**

- 2.1 The charitable purpose of the Company is to carry on the undertaking of a co-educational preparatory school, under the name of Alpha Preparatory School and such other charitable purposes connected with the conduct of such Company as the Governors shall from time to time in their absolute discretion determine.
- 2.2 The above purposes are the Company's charitable purposes for the purposes of the 2011 Act. For as long as the Company is a registered charity, its purposes may only be altered with the prior consent of the Charity Commission and in accordance with any conditions attached to such consent.

## **3. POWERS OF THE COMPANY**

- 3.1 The Company has power to do anything lawful in pursuit of its charitable purposes, subject to any applicable requirement of the 2011 Act or other applicable provision.

## **4. LIABILITY OF MEMBERS**

- 4.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a member or within one year after they cease to be a member, for -
  - (a) payment of the Company's debts and liabilities contracted before he ceases to be a member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributors among themselves.

## **5. MEMBERS**

- 5.1 There must be at least six members at all times.
- 5.2 Such persons as the Governors shall admit to membership of the Company shall become members of the Company. Provided always that only persons with independent legal identity shall be admitted to membership and, in the case of individuals, only persons aged 16 years or over shall be admitted to membership.
- 5.3 Every applicant for membership shall sign such application form and provide such other information or evidence as the Governors may require. Membership applications shall be determined within two months of the date on which they are received by the Company. The Governors shall have absolute discretion to accept or reject any application and need not give their reasons for doing so. Written notification of the decision of the Governors on an application shall be sent to the applicant as soon as practicable after that decision is taken.
- 5.4 The following shall be eligible to become members of the Company:-
  - (a) the parents or legal guardians of children who are attending the Company;
  - (b) the head teacher for the time being of the Company; and
  - (c) such persons who, in the opinion of the Governors, have contributed or will contribute to the advancement of the objects of the Company.
- 5.5 Membership of the Company shall not be transferable and shall cease on:
  - (a) resignation;
  - (b) death, in the case of an individual;

- (c) completion of winding up or on any other dissolution, in the case of a corporate body or other organisation with independent legal identity;
- (d) by resolution of not less than one-half of the Governors passed at a duly-convened board meeting; or
- (e) in respect of parents or legal guardians of children who have ceased to attend the Company, the first anniversary of the date of the pupil leaving the Company, unless:
  - (i) the pupil shall have a younger sibling attending the Company; or
  - (ii) a parent or legal guardian of the pupil is also a Governor of the Company.

5.6 All admissions of persons as members of the Company and all cessations of membership (for whatever reason) shall be recorded in the Register of Members of the Company in accordance with the requirements of the Companies Act 2006.

## **6. GENERAL MEETINGS OF MEMBERS AND ANNUAL GENERAL MEETINGS**

6.1 All general meetings of the members, including the annual general meeting, are subject to these articles.

6.2 The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not less than 6 nor more than 18 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held on such date and at such time and place, as the Governors may determine.

6.3 The Governors may call general meetings and, on the request of members pursuant to section 303 of the Companies Act 2006, shall forthwith proceed to convene a general meeting in compliance with section 304 of that Act.

6.4 Annual general meetings shall be called by at least 21 clear days' notice, and every other general meeting may be called by at least 14 clear days' notice, and the notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

6.5 Every notice convening a general meeting of the Company must comply with the provisions of:

- (a) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and
- (b) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.

6.6 Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the Governors and to the statutory auditors (if any) for the time being of the Company.

6.7 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **7. QUORUM AT GENERAL MEETINGS**

7.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as otherwise provided in these articles, five members or one-tenth of the membership, whichever is

the lesser, shall be a quorum. A member may be present in person or by proxy if the member is an individual or present by proxy or authorised representative if the member is a corporate body.

7.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened at the request of the 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 Governors may determine.

## **8. CHAIRING OF GENERAL MEETINGS**

8.1 The Chairman shall preside as chairman at every general meeting of the Company, or if there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Governors present shall elect one of them to be chairman of the meeting. If at any meeting no Governor is willing to act as chairman of the meeting or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the members of the Company present shall choose one of them to be chairman of the meeting.

## **9. ADJOURNMENT OF GENERAL MEETINGS**

9.1 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if directed by the meeting to do so), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **10. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

10.1 A person is able to exercise the right to vote at a general meeting when:

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

10.2 The Governors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

## **11. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS BY GOVERNORS AND MEMBERS**

11.1 Governors and members may attend and speak at general meetings.

## **12. VOTING AT GENERAL MEETINGS**

12.1 Save as provided in Article 12.3, every member shall have one vote on any resolution, which may be exercised in person or by proxy or, for a corporate member, by its proxy or its authorised representative.

12.2 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in mental health, may vote, whatever the voting method, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court.

12.3 No member shall be entitled to vote at any general meeting unless all moneys presently payable by them to the Company have been paid.

### **13. POLL VOTES**

13.1 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.

13.2 A poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) three or more persons having the right to vote on the resolution; or
- (c) 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.

13.3 A 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.

13.4 Polls must be taken in such manner as the chairman of the meeting directs.

### **14. APPOINTMENT OF PROXIES AND PROXY NOTICES**

14.1 Any member of the Company entitled to attend a general meeting shall be entitled to appoint another person (whether a member or not) as their proxy to attend and vote instead of them and any proxy so appointed shall have the same rights as the member to speak, vote (whatever the voting method), join in the demand for a poll and otherwise participate in the meeting. A member who chooses to make such an appointment remains entitled to attend, speak, vote and otherwise participate in the meeting if he decides to do so. If the member who appointed the proxy does attend, that proxy no longer has authority to participate in and vote at the meeting.

14.2 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, their consent to act as such, and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Governors may determine; and
- (d) is delivered to the registered office in accordance with these Articles and any instructions contained in the notice of the general meeting to which the proxy notice relates.

14.3 The Governors may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

14.4 Proxy notices may, but do not have to, specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

14.5 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 resolutions put to the meeting; and

(b) appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself.

14.6 A proxy notice shall be delivered by such date as the Company may have specified in the notice of the meeting (provided that the date may not be more than 48 hours before the date of the meeting).

14.7 A proxy appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the member on whose behalf the proxy was appointed. The revocation is effective if delivered before the start of the meeting or any adjourned meeting to which it relates.

14.8 A proxy notice or revocation not executed by the member appointing the proxy must be accompanied by written evidence of the authority of the person who executed it to do so on behalf of the appointing member.

**15. GOVERNORS AND OFFICERS**

15.1 The maximum number of Governors shall be determined by the Company in general meeting, but unless and until so fixed there shall be no maximum number. The minimum number of Governors shall be three.

15.2 The Governors shall be appointed in accordance with the provisions of these Articles. No person who is not a member of the Company is eligible to hold office as a Governor.

15.3 The head teacher for the time being of the Company may be appointed as a Governor by the board of Governors but, for the avoidance of doubt, shall not receive any remuneration for being a Governor.

15.4 At the first annual general meeting of the Company after the adoption of these Articles, and at the annual general meeting in every subsequent year, one-third of the Governors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

15.5 With the exception of the head teacher, the Governors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Governor shall be eligible for re-election.

15.6 The Company shall, at the meeting at which a Governor retires in manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring Governor shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it shall be determined to reduce the number of Governors or unless a resolution for the re-election of such Governor shall have been put to the meeting and lost.

15.7 No person other than a Governor retiring at the meeting shall unless recommended by the Governors be eligible for election to the office of Governor at any general meeting unless not less than seven nor more than twenty-eight days before the date appointed for the meeting there shall have been left at the registered office notice in writing, signed by two members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of their willingness to be elected.

15.8 The Governors may appoint any individual aged 16 years or over, who is not disqualified from directorship or otherwise disqualified from charity Governorship, to be a Governor, either to fill a vacancy amongst the Governors or as an additional Governor, provided that the appointment does not cause the number of Governors to exceed any maximum number for the time being in force pursuant to the provisions of these Articles. Any Governor so appointed shall retain his office only until the next annual general meeting of the Company, but he shall then be eligible for re-election.

15.9 A Governor shall cease to hold office if he:

- (a) resigns;
- (b) ceases to be a member of the Company;
- (c) is removed from office under Article 15.10(a) below;
- (d) in the case of the head teacher, ceasing to be so employed by the Company;
- (e) dies;
- (f) is adjudicated bankrupt;
- (g) is disqualified from being a director of a Company by virtue of any provision of law or is disqualified from being a Governor of a charity under the 2011 Act;
- (h) is, or may be, suffering from mental disorder and either:-
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have.

15.10 (a) The Company may by ordinary resolution, of which special notice has been given in accordance with section 168 of the Companies Act 2006, remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Governor. Such removal shall be without prejudice to any claim such Governor may have for damages for breach of any contract of service between him and the Company.

(b) The Company may by ordinary resolution appoint another person in place of a Governor removed from office under Article 15.10(a), and without prejudice to the powers of the Governors under Article 15.8 above, the Company in general meeting may appoint any person to be a Governor either to fill a casual vacancy or as an additional Governor. A person appointed in place of a Governor so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

15.11 The Governors shall appoint one of their number as Chairman of the board of Governors. The appointment may be for an annual or other fixed term or for an indefinite period. A current appointment may be ended by the Governors and they may fill any vacancy that arises. A serving Chairman may resign from that office, whether or not he is also resigning as a Governor but if the serving Chairman ceases to be a Governor he shall automatically cease to hold the office of Chairman.

15.12 The Governors may, if they think fit, appoint a Treasurer. A person so appointed may be selected from amongst the serving Governors (but does not have to be). The duties and responsibilities of the Treasurer shall be determined by the Governors and may be varied by them from time to time. Provided always that no Governor may be remunerated for holding the office of Treasurer.

**16. POWERS AND DUTIES OF THE GOVERNORS AND FINANCIAL CONTROLS**

16.1 Subject to the Articles and to any special resolutions of the members, the Governors have control over the Company and its funds and assets and are responsible for the

management of the Company's activities and may exercise all such powers of the Company as are not, by the Companies Act 2006 or by these Articles, required to be exercised by the members of the Company in general meeting or otherwise.

- 16.2 In the exercise of their powers and in the management of the Company, the Governors shall always be mindful that they are charity Governors within the definition of section 177 of the 2011 Act as the persons having the general control and management of the administration of a charity.
- 16.3 There shall be such financial controls and procedures for the Company as may be specified by the Governors from time to time. All transactions on the bank accounts of the Company shall be authorised as the Governors may from time to time decide.

## **17. GOVERNORS MAY DELEGATE**

- 17.1 Subject to the Articles, the Governors may delegate any functions and any of the powers which are conferred on them under these articles or otherwise (but not the office of Governor) to committees provided that:
  - (a) committee members may be such persons as the Governors wish but there must be at least two Governors on each committee at all times;
  - (b) a committee must be chaired by a Governor;
  - (c) a committee shall not have any expenditure authority unless authorised by the Governors; and
  - (d) a committee must adhere to any budget set for it by the Governors and observe any financial controls and procedures the Governors think fit.
- 17.2 The Governors shall authorise the terms of reference of committees and may alter them from time to time.

- 17.3 The Governors may specify procedures for committees, otherwise the procedures for the Board shall be followed by committees.
- 17.4 Committees shall report to the Governors in such manner as the Governors may require.

## **18. GOVERNORS' DECISIONS**

- 18.1 Governors may make decisions:-
  - (a) by majority vote at a Governors' meeting; or
  - (b) by unanimous written resolution, where each Governor who would have been eligible to vote on the matter at a meeting has signed one or more copies of such written resolution.

## **19. GOVERNORS' MEETINGS**

- 19.1 The Governors may determine how often, when and where Governors' meetings may be held, provided always that at least one such meeting is held in every calendar year. They may also determine the rules for the conduct of such meetings to the extent that these articles do not otherwise provide.
- 19.2 Notice of a Governors' meeting shall be given to every Governor in such form and with such content as the Governors may decide.
- 19.3 The quorum for Governors' meetings shall be two or such higher figure as the Governors may determine.

19.4 A Governor may participate in a Governors' meeting by electronic communication provided that:

- (a) the Governors have agreed (for a specific meeting or for meetings of the Governors in general); and
- (b) all Governors participating in the meeting can communicate to the others any information or opinions they have on any items of business and can vote and their vote be known and recorded; and
- (c) any other rules for such participation made by the Governors are observed.

**20. CHAIRING OF GOVERNORS' MEETINGS**

20.1 The Chairman shall chair any meeting of the Governors at which he is present. If he is absent the Governors present shall determine which of them shall take the chair.

**21. CHAIRMAN OF THE MEETING – CASTING VOTE**

21.1 The chairman of a Governors' meeting shall have a casting vote, provided that he has already voted on the matter, if voting on any matter is equal. This shall not apply if he is not eligible to count in the quorum or to vote on that matter for any reason.

**22. CONFLICTS OF INTEREST**

22.1 The Governors shall declare matters of material personal interest of which they are aware that are relevant to the business of any Governors' meeting at or before the start of the meeting. Any interested Governor shall be counted in the quorum and may vote unless the interest gives rise to a conflict between his personal interest and the interests of the Company, in which case he must withdraw from the discussion and any decision. In the event of any doubt as to whether a Governor should withdraw he must do so and the chairman of the meeting shall require that he does so.

22.2 A Governor shall not be regarded as having a conflict of interest solely because that Governor is also a member of the Company or that Governor or anyone connected to that Governor is a beneficiary of the charitable activities of the Company (on the same terms as any other beneficiary, without any preference). Such membership or beneficiary status shall not prevent a Governor from taking part in any Governors' meeting unless a matter specific to him or a person connected to him is being discussed or decided, in which case he must withdraw from the discussion and any decision. In the event of any doubt as to whether a Governor should withdraw, he must do so and the chairman of the meeting shall require that he does so.

**23. RECORDS OF GOVERNORS' DECISIONS**

23.1 The Governors shall ensure records are made of their decisions and kept for at least 10 years in accordance with the Companies Act 2006.

**24. GOVERNORS' EXPENSES**

24.1 Governors may be paid reasonable out of pocket expenses incurred in relation to attending Governors' meetings or otherwise performing their duties and carrying out their responsibilities.

**25. BENEFITS AND PAYMENTS TO GOVERNORS**

25.1 In this Article 25, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

25.2 No Governors or connected persons may:

- (a) buy any goods or services from the Company on terms preferential to those applicable to members of the public;

- (b) sell goods, services, or any interest in land to the Company; or
- (c) receive any other financial benefit from the Company;

unless the payment is permitted by Article 25.3 below or authorised by the Court or the Charity Commission.

25.3 Subject always to Article 22 above:

- (a) a Governor or connected person may receive a benefit from the Company in the capacity of a beneficiary of the Company, provided that a majority of the Governors do not benefit in this way;
- (b) a Governor or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Company where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the 2011 Act;
- (c) a Governor or connected person may receive interest on money lent to the Company at a reasonable and proper rate which must be not more than the Bank of England rate (also known as the base rate);
- (d) a Governor or connected person may receive rent for premises let by the Governor or connected person to the Company. The amount of the rent and the other terms of the lease must be reasonable and proper. The Governor concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
- (e) a Governor or connected person may take part in the normal trading and fundraising activities of the Company on the same terms as a member of the public.

**26. RECORDS, RETURNS, ACCOUNTING AND REPORTING**

26.1 Records of general meetings and of all resolutions of the members, whether passed at meetings or as written resolutions, shall be made and kept for at least ten years in accordance with the applicable provisions of the Companies Act 2006.

26.2 The Company shall comply with all relevant accounting and reporting requirements of the Companies Act 2006, the 2011 Act and applicable associated regulations.

**27. MEANS OF COMMUNICATION TO BE USED**

27.1 Subject to the provisions of these Articles, anything sent or supplied by or to the Company under these articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.

27.2 Subject to the provisions of these articles, any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Governors may also be sent or supplied by the means by which that Governor has asked to be sent or supplied with such notices or documents for the time being.

27.3 A Governor may agree with the Company that notices or documents sent to that Governor in a particular way 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.

## **28. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

28.1 Except as provided by law or authorised by the Governors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

## **29. GOVERNORS' INDEMNITY**

29.1 Subject to the next following article, a relevant Governor of the Company or an associated Company may be indemnified out of the Company's assets against:

- (a) any liability incurred by that Governor in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company;
- (b) any liability incurred by that Governor in connection with the activities of the Company or an associated Company in its capacity as a Governor of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
- (c) any other liability incurred by that Governor as an officer of the Company or an associated Company.

29.2 These Articles do not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law.

29.3 For the purposes of this Article 30:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "relevant Governor" means any Governor or former Governor of the Company or an associated Company.

## **30. INSURANCE FOR GOVERNORS**

30.1 The Governors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Governor in respect of any relevant loss. In this article:

- (a) a "relevant Governor" means any Governor or former Governor of the Company or an associated Company;
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Governor in connection with that Governor's duties or powers in relation to the Company, any associated Company or any pension fund of the Company or associated Company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **31. RULES AND BYELAWS**

31.1 Any rules or byelaws must be in accordance with any provisions of the Companies Act 2006 applicable to the Company and shall be supplementary but subsidiary to the provisions of these Articles. Any compulsory requirements of that Act and the provisions of these Articles shall always take precedence over any provision in any rules or byelaws that in any way conflicts or is inconsistent with those requirements or provisions.

31.2 Subject to the preceding article, the Governors may make such rules and byelaws to deal with any matters they consider appropriate in relation to the Company. Any rules or byelaws of the Company and any alterations or revocations of them shall be notified

to the members by such means as the Governors decide. All Governors and all members of the Company shall be bound by and observe the provisions and requirements of any such rules or byelaws as are in force from time to time.

31.3 Without prejudice to the generality of the Governors' powers under the preceding article, any rules or byelaws may deal with all or any of these matters:

- (a) membership admission fees and annual membership subscriptions (if there are any) and the terms of payment and due dates for payment, as well as the procedures in the event of non-payment;
- (b) procedures relating to Governors' meetings, meetings of committees and general meetings of the members of the Company;
- (c) the rights and responsibilities of members and their conduct, to the extent that those are not dealt with in these Articles, provided that:
  - (i) no differences between classes of members in relation to rights to attend, vote and speak at general meetings may be made other than by provisions in the Articles;
  - (ii) the limited liability of members and their guarantee to contribute to the assets of the Company in the event of its being wound up shall be as set out in these Articles and cannot be altered or varied by any rule or byelaw.

31.4 Any rules or byelaws may be altered or revoked by decision of the Governors or by ordinary resolution at a general meeting of the Company.

## **32. RESTRICTIONS ON APPLICATION OF PROPERTY AND DISTRIBUTIONS**

32.1 The income of the Company shall be applied in promoting its objects.

32.2 The Company may not pay dividends or return capital to its members.

## **33. WINDING UP**

33.1 In the event of any winding up or other dissolution of the Company, any funds and assets remaining after satisfaction of its debts and liabilities and the costs of any winding up or other dissolution:

- (a) may not be paid or distributed to the members of the Company; and
- (b) must be transferred to any one or more charities that:
  - (i) have similar charitable purposes to the Company and which are charitable purposes in accordance with section 2 of the 2011 Act;
  - (ii) have restrictions on the application of their property at least equivalent to the restrictions applicable under these Articles.

33.2 If that is not possible, they shall be transferred to or applied towards some other purposes that are charitable under the law of England and Wales.