

THE COMPANIES ACTS 1985, 1989 and 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

TIFFINIAN ASSOCIATION LTD

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1. Interpretation

In these articles:

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|-------------------------|--|
| “the 1985 Act” | means the Companies Act 1985 |
| “the 2006 Act” | means the Companies Act 2006 |
| “the Acts” | means the Companies Act 1985 and the Companies Act 2006 |
| “address” | means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity |
| “the Charity” | means the company intended to be regulated by these articles |
| “clear days” | in relation to the period of a notice means a period excluding: <ul style="list-style-type: none">• the day when the notice is given or deemed to be given; and• the day for which it is given or on which it is to take effect |
| “the Commission” | means the Charity Commissioners for England and Wales |

“the Directors”	means the directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993
“electronic communications”	means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa) (a) by means of a telecommunication system (within the meaning of the Telecommunications Act 1984); or (b) by other means but while in an electronic form
“the Memorandum”	means the Memorandum of Association of the Charity
“officers”	includes the Directors and the secretary
“the seal”	means the common seal of the Charity if it has one
“secretary”	means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including a joint, assistant or deputy secretary
“Tiffin School”	means Tiffin School, Queen Elizabeth Road, Kingston upon Thames, Surrey KT2 6RL
“the United Kingdom”	means Great Britain and Northern Ireland only.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. Members

- 2.1 The subscribers to the Memorandum are the first members of the Charity.
- 2.2 Membership is open to other individuals who:
 - 2.2.1 apply to the Charity in the form required by the Directors; and
 - 2.2.2 are approved by, the Directors.
 - 2.2.3 Membership classes and qualifications shall be as prescribed in the Rules promulgated under Article 31 below.
- 2.3 The Directors:
 - 2.3.1 may only refuse an application for membership or associate membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application;
 - 2.3.2 must inform the applicant in writing of the reasons for the refusal within twenty eight days of the decision;
 - 2.3.3 must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 2.4 Membership is not transferable to anyone else.
- 2.5 The Directors must keep a register of names and addresses of all members of the Charity.

3. Classes of Membership

- 3.1 The Directors shall establish classes of membership with different rights and obligations which shall be promulgated in the Rules in accordance with Article 31 below, and they shall record the rights and obligations in the register of members.

4. Termination of Membership

Membership (including associate membership) is terminated if:

- 4.1 the member dies;
- 4.2 the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- 4.3 any sum due from the member to the Charity is not paid in full within six months of it falling due;
- 4.4 the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - 4.4.1 the member has been given at least twenty eight 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;
 - 4.4.2 the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

5. General Meetings

- 5.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 5.2 An annual general meeting must be held in each subsequent year in November or such other time as the Directors may decide and not more than fifteen months may elapse between successive annual general meetings.
- 5.3 All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. Extraordinary General meeting

The Directors may call an extraordinary general meeting at any time.

7. Notice of General Meetings

- 7.1 The minimum period of notice required to hold a general meeting (including an annual general meeting) of the Charity is fourteen clear days.
- 7.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights.

- 7.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 7.4 The notice must be given to each member and to each Director.
- 7.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

8. Proceedings at General Meetings

- 8.1 No business shall be transacted at any general meeting unless a quorum is present.
- 8.2 A quorum is 10 members entitled to vote upon the business to be conducted at the meeting.
- 8.3 If:
 - 8.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or
 - 8.3.2 during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Directors shall determine.
- 8.4 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 8.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

9. The Chair of General Meetings

- 9.1 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- 9.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting. If there is only one Director present and willing to act, he or she shall chair the meeting.
- 9.3 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

10. Adjourned Meetings

- 10.1 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 10.2 The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 10.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 10.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

11. Voting at Meetings

- 11.1 At any general meeting a resolution or motion put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - 11.1.1 by the Chairman of the meeting; or
 - 11.1.2 by at least three Members present in person.
- 11.2 Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
- 11.3 Every Member will be invited to vote upon all resolutions put to general meetings and may appoint the Chairman of the meeting as his proxy. Upon each vote being taken on a show of hands or by the casting of votes, the Chairman of the meeting will take account of the proxy votes held by him. If a poll is duly demanded the proxy votes held by the Chairman of the meeting will be used as directed unless the particular Member withdraws his proxy before the votes are counted.
- 11.4 An instrument appointing a proxy shall be in writing executed by, or on behalf of the appointor and shall be in the form prescribed in the Rules made in accordance with Article 31.
- 11.5 The instrument appointing a proxy and any authority under which it is executed, or a copy of such authority notarially certified, or in some other way approved by the Directors, shall be deposited at such place within the United Kingdom as is specified

in the notice convening the meeting, or in any instrument of proxy sent out by the Charity in relation to the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the Chairman of the meeting proposes to call the vote.

- 11.6 An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 11.7 Each proxy shall be available for inspection at the meeting at which the vote is called.
- 11.8 If a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 11.9 If there is an equality of votes, whether on a show of hands or on a poll, the resolution or motion in respect of which the vote was taken shall be deemed rejected.

12. Votes of Members

- 12.1 Subject to Article 3 and any rules governing votes of members and the next paragraph, every member shall have one vote.
- 12.2 No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.
- 12.3 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

13. Directors

- 13.1 A Director must be a natural person aged 18 years or older.
- 13.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 17 below.
- 13.3 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be more than 20.
- 13.4 The first Directors shall be those persons notified to Companies House as the first directors of the Charity.
- 13.5 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

14. Powers of Directors

- 14.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Acts, the Memorandum, these Articles or any special resolution.
- 14.2 No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 14.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

15. Retirement

- 15.1 At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one fifth of the Directors or, if their number is not five or a multiple of five, the number nearest to one fifth must retire from office. If there is only one Director he or she must retire.
- 15.2 The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 15.3 If a Director is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.

16. The Appointment of Directors

- 16.1 The Charity may by ordinary resolution:
 - 16.1.1 appoint a person who is willing to act to be a Director; and
 - 16.1.2 determine the rotation in which any additional Directors are to retire.
- 16.2 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
 - 16.2.1 he or she is recommended for re-election by the Directors; or
 - 16.2.2 not less than fourteen nor more than thirty five clear days before the date of the meeting, the Charity is given a notice that:
 - 16.2.2.1 is signed by a member entitled to vote at the meeting;
 - 16.2.2.2 states the member's intention to propose the appointment of a person as a Director;

16.2.2.3 contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and

16.2.2.4 is signed by the person who is to be proposed to show his or her willingness to be appointed.

- 16.3 All members who are entitled to receive notice of a general meeting must be given not less than seven clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
- 16.4 The Directors may appoint a person who is willing to act to be a Director.
- 16.5 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
- 16.6 The appointment of a Director, whether by the Charity in a general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

17. Disqualification and Removal of Directors

- 17.1 A Director shall cease to hold office if he or she:
 - 17.1.1 ceases to be a Director by virtue of any provision in the Acts or is prohibited by law from being a director;
 - 17.1.2 is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 17.1.3 ceases to be a member of the Charity;
 - 17.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 17.1.5 resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
 - 17.1.6 is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

18. Directors' Remuneration

The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

19. Proceedings of Directors

- 19.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 19.2 Any Director may call a meeting of the Directors.
- 19.3 The secretary must call a meeting of the Directors if requested to do so by a Director.
- 19.4 Issues or Motions arising at a meeting shall be decided by a majority of votes.
- 19.5 In the case of an equality of votes, the issue or motion shall be deemed lost.
- 19.6 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- 19.7 The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors.
- 19.8 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 19.9 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 19.10 The Directors shall have the authority to conduct meetings by telephone conference.

20. The Chair of Directors Meetings and other appointments

- 20.1 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 20.2 If no one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 20.3 The Directors may appoint from their number such persons to hold such positions and carry out such functions as they may from time to time decide. Such persons shall have no functions or powers except those conferred by these Articles or delegated to them by the Directors.

21. Written Resolutions

- 21.1 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution

shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.

- 21.2 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

22. Delegation

- 22.1 The Directors may delegate any of their powers or functions to a committee or sub-committee each of which must comprise at least two Directors; the terms of any delegation must be recorded in the minute book.
- 22.2 The Directors may impose conditions when delegating, including the conditions that:
- 22.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 22.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 22.3 The Directors may at any time revoke or alter a delegation under this Article.
- 22.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

23. Directors' Interests

A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

24. Validity of Directors' Acts

- 24.1 Subject to paragraph 24.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- 24.1.1 who was disqualified from holding office;
 - 24.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
 - 24.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
the vote of that Director; and

that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting.

- 24.2 Paragraph 24.1 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 24.1, the resolution would have been void, or if the Director has not complied with Article 24.

25. Seal

If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

26. Minutes

The Directors must keep minutes of all:

- 26.1 appointments of officers made by the Directors;
- 26.2 proceedings at meetings of the Charity;
- 26.3 meetings of the Directors and committees of Directors including:
- 26.3.1 the names of the Directors present at the meeting;
 - 26.3.2 the decisions made at the meetings; and
 - 26.3.3 where appropriate the reasons for the decisions.

27. Accounts

- 27.1 The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the 1985 Act as amended by the relevant sections of the 2006 Act when in force. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 27.2 The Directors must keep accounting records as required by sections 221 and 222 of the 1985 Act as amended by the relevant sections of the 2006 Act when in force.

28. Annual Report and Return and Register of Charities

- 28.1 The Directors must comply with the requirements of the Charities Act 1993 as amended by the Charities Act 2006 with regard to:
- 28.1.1 the transmission of the statements of account to the Charity;
 - 28.1.2 the preparation of an annual report and its transmission to the Commission;
 - 28.1.3 the preparation of an annual return and its transmission to the Commission.
- 28.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

29. Notices

- 29.1 Any notice to be given to or by any person pursuant to the Articles:
- 29.1.1 must be in writing; or
 - 30.1.2 must be given using electronic communications.
- 29.2 The Charity may give any notice to a member either:
- 29.2.1 personally; or
 - 29.2.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - 29.2.3 by leaving it at the address of the member; or
 - 30.2.4 by giving it using electronic communications to the member's address.
- 29.3 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 29.4 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 29.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 29.6 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 29.7 A notice shall be deemed to be given:
- 29.7.1 48 hours after the envelope containing it was posted; or
 - 29.7.2 in the case of an electronic communication, 48 hours after it was sent.

30. Indemnity

The Charity shall indemnify any Director, Auditor or other officer of the Charity against any liability incurred by him or her in that capacity: in the case of a Director, to the extent permitted by section 232 of the 2006 Act; in the case of an Auditor, the extent permitted by section 310 of the 1985 Act as amended by the 2006 Act when in force.

31. Rules

- 31.1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- 31.2 The bye laws may regulate the following matters but are not restricted to them:
- 31.2.1 the admission of members of the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 31.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - 31.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - 31.2.4 the procedure at general meetings and meetings of the Directors insofar as such procedure is not regulated by the Acts or by these Articles;
 - 31.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 31.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 31.4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- 31.5 The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or the Articles.