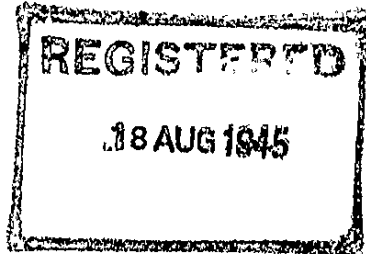


Number of
Company

397914/

Form No. 41.

THE COMPANIES ACT, 1929.



A 5s.
Companies'
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

St. George's School
(Harpenden)
LIMITED.

Entered by

Denton Hall & Burgin

3 Grays Inn Place

London W.C. 1.

11 AUG 1945

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Old Jewry, E.C.2; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 77 Colmore Row, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

I, Richard Edward Selby
of 3 Grays Inn Place, Grays Inn, London
W.C.1 Solicitor with Messrs Denton Hall
& Burgin of the same address

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation."
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor of
the Supreme Court engaged in the formation

of St. George's School (Harpenden)

Limited, and that all the requirements of the Companies Act, 1929,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 3 Grays Inn Place

Grays Inn in the County of

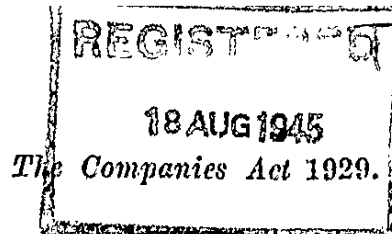
London

the 30th day of July 1945

Richard E Selby.

Before me,

Andrew H. Hedderley



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.

Memorandum of Association

OF

ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED.

1. The name of the Company (hereinafter called "the Association") is "ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED."

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are—

(A) To acquire and take over as a going concern the co-educational public school now carried on at Harpenden, in the County of Hertford, under the style of St. George's School, Harpenden, and all or any of the assets and liabilities of the proprietors of that school in connection therewith, and with a view thereto to execute and carry into effect, with or without modification, an agreement which has already been prepared and is expressed to be made between ~~The~~ Co-Educational Public Schools Trust Limited of the one part, the Association of the other part, and is to be executed immediately after the incorporation of the Association, and a copy of the draft whereof has for the purpose of identification been subscribed by The Right Honourable E. Leslie Burgin, a Solicitor of the Supreme Court.

(B) To establish and carry on at Harpenden or elsewhere co-educational public schools at which boys and girls shall together receive a sound religious, classical, mathematical, scientific and general education.

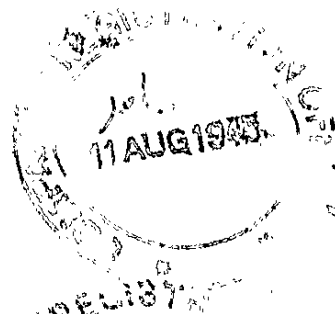
(C) To provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated directly or indirectly to advance the cause of "co-education" of boys and girls, whether general, professional or technical.

(D) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company (whether in liquidation or not) carrying on or having been carrying on any business which the Association is authorised to carry on or possessed of property suitable for the purposes of the Association.

(E) To take or otherwise acquire and hold shares or stock in or debentures or securities of any other company having objects altogether or in part similar to those of the Association, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Association.

(F) Subject to the provisions of Section 14 of the Companies Act 1929, to purchase, take on lease

R. N.
E. H. M.
S. M.
J. P. N.
M. S.
M. A.



or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

- (G) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (H) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (I) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (J) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (K) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe money for charitable or benevolent purposes in any way ~~connected~~ with the purposes of the Association or calculated to further its objects.
- (L) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (M) The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Association.
- None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Association shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners

for England and Wales or Ministry of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Association, whence-soever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Board of Governors of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Board of Governors, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a member of the Board of Governors may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. ~~No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.~~

6. ~~The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 18 of the Companies Act 1929.~~

5 The liability of the members is limited.

Handwritten notes and signatures in the bottom right corner, including "R.N. B.O.A.", "E.H.M.", "S.H.S.", and "P.H.A." with various initials and dates.

8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association 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 among themselves, such amount as may be required not exceeding £5.

9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Robert Nelson

19. Rothamsted Avenue, Harpenden,
Herts.

Director of Public Electricity Supply Companies.

Gilbert Burrows Dyson

13 Stewart Road

Harpenden, Herts

Local Government (Education) Official

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.

Edward Henry Montauban (Schoolmaster)
 Bramble Corner
 Bevenshire R^d. Harpenden.

Leonard Patrick O'Brien
 Limbriek Hall. Harpenden.
 Chemical Manufacturer

Edward Leslie Burgin
 3 Gray Inn Place W.C.
 Solicitor

Mumfling Quackrah
 3 Gray Inn Place London W.C. 1
 Solicitor

A. Wilkey 24 Elm Avenue, Eschey, Walford, York, York

Dated this 30th day of July 1945.

Witness to the above Signatures—

Richard E. Selby
 Solicitor with Messrs Denton Hall & Burgin
 of 3 Gray Inn Place, London W.C. 1

18 AUG 1945

The Companies Act 1929.



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.

Articles of Association

OF

ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED.

GENERAL.

1. In these Articles of Association the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

WORDS.	MEANINGS.
The Act ..	The Companies Act 1929.
These Articles ..	These Articles of Association, and the regulations of the Association from time to time in force.
The Association..	The above-named Association.
The Board ..	The Board of Governors for the time being of the Association.
Office ..	The registered office of the Association.
Seal ..	The common seal of the Association.
Month ..	Calendar month.
In writing ..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions 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 meaning in these Articles.

2. The number of the members with which the Association proposes to be registered is fifty, but the Board may from time to time register an increase of members.

3. The provisions of Section 95 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Association is established for the purposes expressed in the Memorandum of Association, and shall forthwith enter into the agreement mentioned in Clause 3 (A) of the Memorandum of Association of the Association, and the Board shall carry the

said agreement into effect, with full power, nevertheless, to agree to any modification of the terms of such agreement, either before or after the execution thereof.

5. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

GENERAL MEETINGS.

6. The first General Meeting of the Association shall be held at such time, not being less than one month nor more than three months from the incorporation of the Association, and at such place as the Board may determine.

7. A General Meeting shall be held once in every calendar year at such time and place as may be determined by the Board, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.

8. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary Meetings.

9. The Board may whenever they think fit convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 114 of the Act.

10. Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Association; but with the consent of all the members entitled to receive notices thereof, a meeting may be convened by such notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

11. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members present in person or by proxy shall be a quorum.

13. 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 at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chairman (if any) of the Board 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 be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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 ten 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.

16. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

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.

18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

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 person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. Except in the case of a corporation no person shall act as a proxy who is not entitled to be present and vote in his own right. A corporation may vote by its duly authorised representative as provided by Section 116 of the Act.

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 copy thereof shall be deposited at the office 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, otherwise the person so named shall not be entitled to vote in respect thereof. 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 of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

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

" ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED.

" I, ,
 " of ,
 " a member of ST. GEORGE'S SCHOOL (HARPENDEN)
 " LIMITED, hereby appoint ,
 " of ,
 " another member of the Association, and failing
 " him, ,
 " of ,
 " another member of the Association, to vote for
 " me and on my behalf at the [Ordinary or
 " Extraordinary, as the case may be] General
 " Meeting of the Association to be held on the
 " day of , and at every
 " adjournment thereof.

" As witness my hand this day of 19 ."

BOARD OF GOVERNORS.

28. Until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than eight or more than twenty.

29. The first members of the Board shall be the subscribers to the Memorandum of Association.

30. The Board may from time to time and at any time appoint any member of the Association as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Ordinary General Meeting, but he shall then be eligible for re-election.

31. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Board.

POWERS OF THE BOARD.

32. The business of the Association shall be managed by the Board 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 the Act or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with aforesaid 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 Board which would have been valid if such regulation had not been made.

33. The continuing members of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time 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 as the Board for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

34. The Board may from time to time by resolution appoint a temporary substitute for the Secretary of the Association and any person so appointed shall for all the purposes of these Articles be deemed during the terms of his appointment to be the Secretary.

THE SEAL.

35. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board and of the Secretary of the Association, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD.

36. The office of a member of the Board 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 is found lunatic or become of unsound mind.
 - (C) If he ceases to be a member of the Association.
 - (D) If by notice in writing to the Association he resigns his office.
 - (E) If he ceases to hold office by virtue of any provision of the Act.

ROTATION OF MEMBERS OF THE BOARD.

37. At the Ordinary Meeting to be held in the year 1946 and in every subsequent year, one-third of the members of the Board for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office.

38. A retiring member of the Board shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or until it is determined not to fill his place.

39. The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board shall be eligible for re-election.

40. The Association shall, at the meeting at which any members of the Board retire in manner aforesaid, fill up the vacated office of each member by electing a person thereto, unless at such meeting it shall be determined to reduce the number of members of the Board.

41. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for office on the Board at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven nor more than twenty-eight intervening days.

42. If at any meeting at which an election of members of the Board ought to take place, the places of the retiring members, or some of them, are not filled up, the retiring members or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of members of the Board.

43. The Association may from time to time in General Meeting increase or reduce the number of members of the Board, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

44. The Association may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another member in his stead ; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD.

45. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. 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.

46. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent abroad shall not be entitled to notice of a meeting.

47. The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board 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 members of the Board present shall choose one of their number to be Chairman of the meeting.

48. A meeting of the Board 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 Board generally.

49. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Board. 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 Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.

50. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member 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 and was qualified to be a member of the Board.

51. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, 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.

52. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS.

53. The Board shall cause proper books of account to be kept with respect to—

- (A) All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place ;
- (B) All sales and purchases of goods by the Association ; and
- (C) The assets and liabilities of the Association.

54. The books of account shall be kept at the office, or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

55. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.

56. Once at least in every year the Board shall lay before the Association in General Meeting an income and expenditure account for the period since the last preceding account or in the case of the first account since the incorporation of the Association made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Board and a report of the Auditors, and a copy of such account, balance sheet and reports shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by Section 129 of the Act.

AUDIT.

57. 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.

58. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act, the members of the Board being treated as the Directors mentioned in those sections.

NOTICES.

59. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

60. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

61. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.

Robert Nelson,
19. Frohamsted Avenue, Harpenden,
Herts.
Director of Public Electricity Supply Companies.

Gilbert Burrows Tyson
13 Stewart Road, Harpenden, Herts.
Local Government (Education) official.
Edward Henry Montauban. (Schoolmaster).
Bramble Corner.
Harpenden.

Leonard Patrick O'Brien
Limbriek Hall. Harpenden. Herts.
Chemical Manufacturer.

Edward Leslie Burgin
3 Grayson Place W.C.
Solicitor

Murphy Thackerall
Grayson Place London W.C.1
Solicitor

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.

A. J. Selby 24 Elm Avenue, Woking, Weymouth, Dorset, B. 1.

Dated this 30th day of July 1945.
Witness to the above Signatures—

Richard E. Selby

Solicitor with Messrs Denton Hall & Barrington
93 Gray's Inn Place
London W.C. 1.

CERTIFICATE OF INCORPORATION

[Duplicate for the File]

NO.

397914

I HEREBY CERTIFY that

ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED

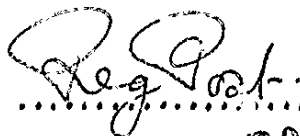
is this day Incorporated under the Companies Act, 1929, and that the
Company is Limited,

Given under my hand at London this day of
 Llandudno August
One ~~XXXXXX~~ eighteenth
Thousand Nine Hundred and
 forty-five.



Registrar of Companies.

Certificate
received by:—)



Date..... 20 AUG 1945

[173]

Number of } 397914
Company }

[Form No. 11.]

"THE COMPANIES ACT, 1929."

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL DIVIDED INTO SHARES.



A
Companies'
Fee Stamp
to be
impressed
here.

Notice of Increase in the Number of Members

OF

ST. GEORGE'S SCHOOL (HARPENDEN)

LIMITED.



Pursuant to Section 7, Sub-Section (3), of The Companies Act, 1929.

(See Page 2 of this Form.)

CL 9191

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 0434 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by

Denton Hall & Burgin,

3 Gray's Inn Place,

London, W.C.1.



Notice of Increase in the Number of Members

OF

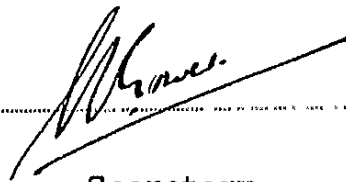
ST. GEORGE'S SCHOOL (HARPENDEN) Limited.

NOTE.—This Margin is reserved for binding, and must not be written across.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 7, Sub-Section (3), of The Companies Act, 1929, that by* Ordinary Resolution of the Company dated the 19 day of July, 1946, the Number of Members in the Company has been Increased by the addition thereto of Fifty (50) Members beyond the present Registered Number of Fifty (50)

Signature



Officer†

Secretary

Dated the 24th day of July, 1946.

Have insert, "a Special," "an Extraordinary," or "an Ordinary" as the case may be.
† State whether a Director or the Manager or Secretary of the Company.

ST. GEORGE'S SCHOOL (HARPENDEN) LIMITEDSPECIAL RESOLUTION

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at St. George's School, Harpenden, in the County of Hertfordshire, on the twenty second day of November, 1946, the following SPECIAL RESOLUTION was passed.

"THAT Clause 3 of the ASSOCIATION'S MEMORANDUM OF ASSOCIATION be altered in manner following, that is to say:—

(1) by inserting immediately after the words "The objects for which the association is established are", the words following, that is to say:—
"as hereinafter specified in so far as the same come within the category of charitable objects but not further or otherwise" and

(2) by deleting paragraphs (C) (H) and (M) thereof and

(3) by deleting from paragraph (K) thereof the words "or benevolent" wherever the same occur.

REGISTERED
26 NOV 1946

Robert Nelson

Chairman of the Meeting



IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

MR. JUSTICE VAISEY



0015 of 1947

Folio 63

MONDAY the 17th day of FEBRUARY 1947

W 20

IN THE MATTER of ST. GEORGE'S SCHOOL
(HARPENDEN) LIMITED

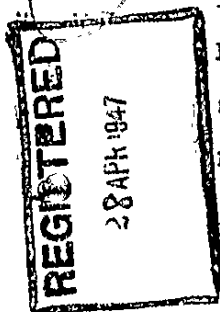
and

IN THE MATTER of THE COMPANIES ACT, 1929

UPON THE PETITION of the above named St. George's School (Harpenden) Limited whose registered office is situate at St. George's School Harpenden in the County of Hertford on the 9th January 1947, preferred unto this Court, And upon hearing Counsel for the Petitioner

And upon reading the said Petition the Order dated the 31st January 1947, the Affidavit of Edward Henry Montauban filed the 29th January 1947 the Affidavit of Derek Carol Roger Fishenden filed the 11th February 1947 the Exhibits in the said Affidavit respectively referred to and the "Times" newspaper of the 7th February 1947 (containing a Notice of the presentation of the said Petition and that the same was appointed to be heard this day)

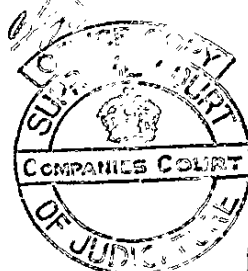
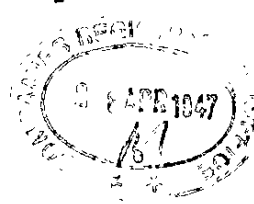
THIS COURT DOETH ORDER that the alteration in the Memorandum of Association of the above named Company with respect to its objects proposed by the Special Resolution passed in accordance with Section 117 of the above mentioned Act, at an Extraordinary General Meeting of the said Company held on the 22nd November 1946 (which Special Resolution is set forth in the Schedule hereto) be and the same is hereby confirmed in accordance with the provisions of the above mentioned Act



~~1240~~

A-3727

743



AND IT IS ORDERED that the above named Company do within 42 days from the date of this Order deliver to the Registrar of Companies an office copy of this Order, together with a printed copy of the Memorandum of Association altered in accordance with the said Resolution

J. J. Wilson
Deputy Registrar

THE SCHEDULE above referred to

Resolution altering Company's Memorandum of Association

"That Clause 3 of the Association's Memorandum of Association be altered in manner following, that is to say:-

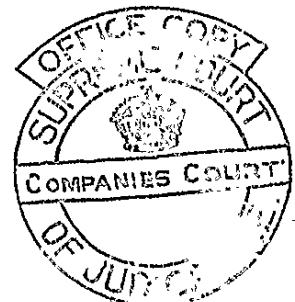
"(1) by inserting immediately after the words 'The objects for which the association is established are', the words following, that is to say:- 'as hereinafter specified in so far as the same come within the category of charitable objects but not further or otherwise' and

"(2) by deleting paragraphs (C) (H) and (M) thereof and

"(3) by deleting from paragraph (K) thereof the words 'or benevolent' wherever the same occur"

P. C. S.

LS



17th FEBRUARY 1947
IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION

MR. JUSTICE VAISEY

RE ST. GEORGE'S SCHOOL (HARPENDEN)
LIMITED

_____ and _____

RE THE COMPANIES ACT, 1929

Office copy

O R D E R

confirming alteration in MEMORANDUM
of ASSOCIATION



15
The Companies Act 1929.



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.

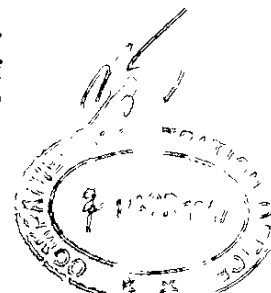
Memorandum of Association OF ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED.

1. The name of the Company (hereinafter called "the Association") is "ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED."
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are as hereinafter specified in so far as the same come within the category of charitable objects but not further or otherwise—
 - (A) To acquire and take over as a going concern the co-educational public school now carried on at Harpenden, in the County of Hertford, under the style of St. George's School, Harpenden, and all or any of the assets and liabilities of the proprietors of that school in connection therewith, and with a view thereto to execute and carry into effect, with or without modification, an agreement which has already been prepared and is expressed to be made between Co-Educational Public Schools Trust Limited of the one part, the Association of the other part, and is to be executed immediately after the incorporation of the Association, and a copy of the draft whereof has for the purpose of identification been subscribed by The Right Honourable E. Leslie Burgin, a Solicitor of the Supreme Court.
 - (B) To establish and carry on at Harpenden or elsewhere co-educational public schools at which boys and girls shall together receive a sound religious, classical, mathematical, scientific and general education.
 - (C) ~~To provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated directly or indirectly to advance the cause of "co-education" of boys and girls, whether general, professional or technical.~~
 - (D) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company (whether in liquidation or not) carrying on or having been carrying on any business which the Association is authorised to carry on or possessed of property suitable for the purposes of the Association.
 - (E) To take or otherwise acquire and hold shares or stock in or debentures or securities of any other company having objects altogether or in part similar to those of the Association, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Association.



A745

P. 215



- (F) Subject to the provisions of Section 14 of the Companies Act 1929, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (G) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- ~~(H) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.~~
- (I) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (J) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (K) To establish and support or aid in the establishment and support of any charitable ~~or benevolent~~ associations or institutions and to subscribe money for charitable ~~or benevolent~~ purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (L) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- ~~(M) The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Association. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Association shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.~~

Provided that the Association shall not support with its funds any objects, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners

for England and Wales or Ministry of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Board of Governors of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Board of Governors, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a member of the Board of Governors may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association 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 among themselves, such amount as may be required not exceeding £5.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

ROBERT NELSON,
19 Rothamsted Avenue,
Harpenden,
Herts,
Director of Public Electricity Supply Companies.

GILBERT BURROWS TYSON,
13 Stewart Road,
Harpenden,
Herts,
Local Government (Education) Official.

EDWARD HENRY MONTAUBAN,
Bramble Corner,
Devonshire Rd.,
Harpenden,
Schoolmaster.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.

LEONARD PATRICK O'BRIEN,
 Limbrick Hall,
 Harpenden,
 Chemical Manufacturer.

EDWARD LESLIE BURGIN,
 3 Gray's Inn Place, W.C.,
 Solicitor.

T. HUMPHREY THACKRAH,
 3 Gray's Inn Place,
 London, W.C.1,
 Solicitor.

A. J. WILDEY,
 24 Elm Avenue,
 Oxhey,
 Watford,
 Herts,
 Clerk.

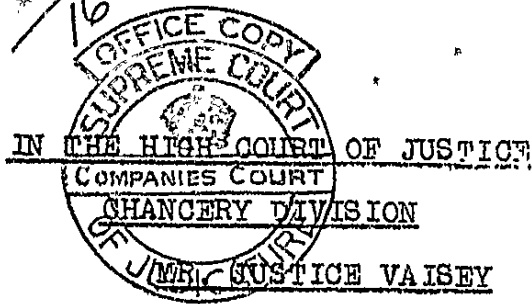
Dated this 30th day of July 1945.

Witness to the above Signatures—

RICHARD E. SELBY,
 Solicitor with Messrs. DENTON, HALL & BURGIN,
 of 3 Gray's Inn Place,
 London, W.C.1.

39774/16

952



No. 0015 of 1947



MONDAY the 21st APRIL 1947

IN THE MATTER of ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED

--- and ---

IN THE MATTER OF THE COMPANIES ACT 1929

Folio 134

W.20



(Seal)

The application by Summons dated the 11th April 1947, of the above named St. George's School (Harpenden) Limited whose registered office is situate at St. George's School Harpenden in the County of Hertford which upon hearing the Solicitors for the Applicant in Chambers was adjourned to be heard in Court coming on this day to be heard accordingly And UPON HEARING Counsel for the Applicant And upon reading the Order dated the 17th February 1947 (confirming an alteration in the Memorandum of Association of the Applicant)

THIS COURT DOTH ORDER that the time for delivering to the Registrar of Companies for registration an office copy of the said Order dated the 17th February 1947 together with a printed copy of the Memorandum of Association of the Applicant altered in accordance with the Resolution in the said Order referred to be and the same is hereby extended to the 28th April 1947

AND IT IS ORDERED that the Applicant do deliver an office copy of this Order to the Registrar of Companies

J. T. Wilson
Registrar



Xcler 41

944

[Signature]
REGISTRAR

No. 0015 of 1947

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

MR. JUSTICE VAISEY

IN THE MATTER of ST. GEORGE'S
SCHOOL (HARPENDEN) LIMITED

- and -

IN THE MATTER OF THE COMPANIES
ACT 1929

O R D E R

FOS.5.



DENTON HALL & BURGIN
3, Gray's Inn Place,
London, W.C.1.

DUPLICATE FOR THE FILE

Certificate of Registration

OF

ORDER OF COURT CONFIRMING ALTERATION OF OBJECTS.

Pursuant to Section 5 (6) of the Companies Act, 1929.



No. 397914

ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED

.....having by Special
Resolution altered the provisions of its Memorandum of Association with respect to its objects, as
confirmed by an Order of the High Court of Justice, Chancery Division,
.....bearing date the 17th day of February 1947

I Hereby Certify the Registration

of an Office Copy of the said Order and of a Printed Copy of the Memorandum of Association
as altered.

Given under my hand at London this Twenty-eighth day of April

One Thousand Nine Hundred and Forty-seven.

Registrar
Registrar of Companies

Certificate received by *T.A.K. Rose*

for Denton Hall & Bangor

Date *28th April 1947*

No. of Company.....397914

PRICE.—One Penny.
(Exclusive of Purchase Tax).

Form No. 11

THE COMPANIES ACT, 1948



Notice of Increase in Number of Members

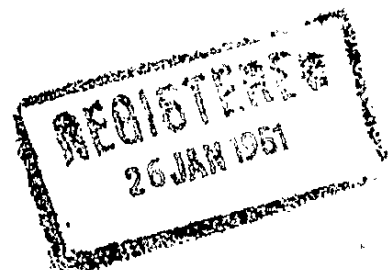
Pursuant to Section 7 (3).



e

any

.....ST. GEORGE'S SCHOOL.....(HARPENDEN.....).....Limited

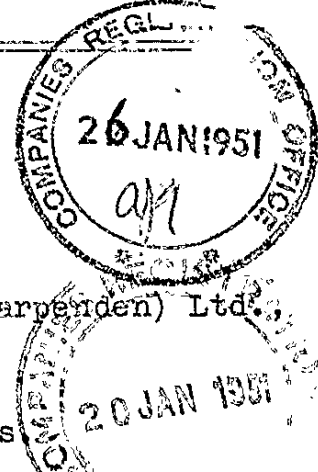


NOTE.—This Notice must be forwarded to the Registrar of Companies within 15 days after the Increase was resolved on or took place.

ed by

..The....Secretary,....St. George's School (Harpenden) Ltd.

.....St. George's School, Harpenden, Herts



NOTICE

of increase in the Number of Members of

.....ST. GEORGE'S SCHOOL (HARPENDEN)..... Limited.

TO THE REGISTRAR OF COMPANIES.

.....The Secretary of St. George's School (Harpenden).....

..... Limited, hereby gives you notice,

pursuant to Section 7 (3) of the Companies Act, 1948, that by (a) ~~Ordinary~~

Resolution of the Company dated the.....Fifth.....day ofJanuary,..... 19.51

the number of Members in the Company has been increased by the addition thereto of

.....TWENTY..... Members

beyond the present registered Number of.....FIFTY.....

(Signature).....*R. J. Shaw*.....

Capt. R. J. Shaw, R.N. (Retd.)

(State whether Director or Secretary)..... Secretary.....

Dated the.....Nineteenth.....day of

.....January,..... 1951.

NOTE—This margin is reserved for binding, and must not be written across

No. 397914

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

of

ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED

(Passed 15th December, 1966)

REGISTERED

20 JAN 67

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 15th day of December 1966 the following Resolutions were duly passed as Special Resolutions.

RESOLUTIONS

1. THAT the Memorandum of Association of the Company be amended in manner following :-

- (a) The following new paragraphs to be lettered respectively (C) and (H) shall be inserted in Clause 3 :-

"(C) To conduct on such terms as may be agreed and either alone or jointly with others boarding houses for occupation by pupils receiving education at St. George's School Harpenden and for such purpose to own or acquire any interest in, maintain and pay all outgoings (if any) in respect of property of any description, employ staff and generally take all such steps as may be considered necessary or convenient in connection with or ancillary to the foregoing activities.

(H) To undertake, accept, execute and administer, without remuneration, any charitable trust."

- (b) By substituting the word "Directors" for the word "Governors" where it appears in the proviso to Clause 4.

- (c) By inserting the word "charitable" before the word "objects" where such word first appears in the sixth line of Clause 7.

2. THAT the regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles of Association thereof.

K. of Muri
Secretary.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

NEW
ARTICLES OF ASSOCIATION

of

ST. GEORGE'S SCHOOL (HARPENDEN)
LIMITED

(Adopted pursuant to a Special Resolution passed
on 15th December 1966)

1. In these Articles of Association, if not inconsistent with the subject or context, the words in the first column of the Table set out below shall bear the meanings set opposite to them respectively in the second column thereof,

WORDS	MEANINGS
The Act	The Companies Act, 1948.
These Articles	These Articles of Association as originally framed or as from time to time altered by Special Resolution.
The Company	St. George's School (Harpenden) Limited.
Member	A Member of the Company.
The Directors	The Directors for the time being of the Company or the Directors present at a duly convened meeting of the Directors at which a quorum is present.
The Office	The Registered Office of the Company.
The Seal	The Common Seal of the Company.
Month	Calendar Month.
In writing	Written, or produced by any substitute for writing, or partly written and partly so produced.

The expression "Secretary" shall include any temporary, assistant or acting Secretary.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender.

Words importing persons shall include corporations.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

Reference herein to any provision of the Act shall be a reference to such provision as modified by any statutory modification or re-enactment thereof for the time being in force.

2. The Company is established for the purposes expressed in its Memorandum of Association.

3. The office shall be at such place in England as the Directors shall from time to time appoint.

MEMBERS.

4. For the purposes of registration the number of Members is declared not to exceed 70 but the Directors may from time to time register an increase of Members.

5. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be Members.

6. A Member shall cease to be a Member if he shall resign membership by writing under his hand left at the Office but so that such resignation shall not be effective if the number of Members would thereby be reduced below the minimum prescribed by the Act.

GENERAL MEETINGS.

7. The Company shall in each 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 more than fifteen 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 at such time and place as the Directors shall appoint.

8. All general meetings other than annual general meetings shall be called extraordinary general meetings.

9. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened.

on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act.

NOTICE OF GENERAL MEETINGS.

10. Subject to the provisions of the Act relating to meetings convened for the purpose of passing special resolutions and annual general meetings, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every general meeting of the Company specifying the place, the day and the hour of meeting and in case of special business the general nature of such business shall be given in manner hereinafter mentioned to all Members for the time being entitled under these Articles to receive notice of general meetings, provided that with the written consent of Members in accordance with the provisions of the Act a meeting may be convened on such shorter notice and in such other manner as such Members may think fit. The accidental omission to give notice to or the non-receipt of notice by any Member shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS.

11. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of the consideration of the accounts and balance sheet and the reports of the Directors and Auditors, the election of Directors in place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors.

12. No business shall be transacted at any general meeting unless a quorum be present when the meeting proceeds to business. Save as otherwise provided by these Articles, five Members present in person and entitled to vote shall be a quorum for all purposes.

13. If within half an hour from the time appointed for the meeting a quorum be 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 or place as the Chairman of the meeting may determine, and if at such adjourned meeting a quorum as above defined be not present within fifteen minutes from the time appointed for holding the meeting the Members present in person shall be a quorum.

14. The Chairman, if any, of the board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling

to act the Directors present shall elect one of their number to be Chairman of the meeting.

15. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

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 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. Save as aforesaid it shall not be necessary to give 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 unless before or on the declaration of the result of the show of hands a poll be demanded by the Chairman or by any Member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the Minute Book of the Company, 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.

18. If a poll be duly demanded it shall be conducted in such manner and at such time and place as may be appointed by the Chairman of the meeting. Votes may be given personally or by proxy and the declaration of the Chairman as to the number of votes given for and against the resolution in respect of which the poll is taken shall be final and conclusive, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

19. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.

20. No poll shall be demanded or taken on the election of a Chairman or on a question of adjournment.

21. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

22. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at a general meeting or their duly appointed attorneys shall be as valid and effectual as if the same had been passed at a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney.

VOTES OF MEMBERS.

23. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.

26. No person shall act as a proxy unless he be entitled on his own behalf to be present and vote at the meeting at which he acts as proxy.

27. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, 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 named in it as the date of its execution.

28. An instrument appointing a proxy may be in the usual common form, or in such other form as the Directors may accept, and shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

29. 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 such death, insanity or revocation shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES.

30. Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member.

DIRECTORS.

31. Unless and until otherwise determined by the Company in general meeting the Directors shall be not less than eight and not more than twenty in number.

32. No person who is not a Member shall in any circumstances be eligible to hold office as a Director.

POWERS AND DUTIES OF THE DIRECTORS.

33. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such regulations, being not inconsistent with such provisions, as may be prescribed by the Company in general meeting, but no regulations made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

34. The Directors may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

35. All cheques, promissory notes, drafts, bills of exchange and other negotiable and transferable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

36. The Directors shall cause minutes to be made in books provided for the purpose :-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors or committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of any committee of the Directors.

DISQUALIFICATION OF DIRECTORS.

37. Without prejudice to the provisions for retirement by rotation or otherwise contained in these Articles, the office of a Director shall be vacated in any of the events following, namely :-

- (a) if he ceases to be a Member;
- (b) if he resign his office by writing under his hand left at the Office;
- (c) if he be found or become of unsound mind or become bankrupt or compound with his creditors;
- (d) if he be prohibited from being a Director by reason of any order made under section 188 of the Act;
- (e) if he be removed from office pursuant to Article 46.

38. No person shall be disqualified from being appointed a Director and no Director shall be required to vacate that office by reason only of the fact that he has attained the age of 70 years, nor need the age of any such person or Director nor the fact that any such person or Director is over 70 be stated in any notice or resolution relating to his appointment or re-appointment, nor shall it be necessary to give special notice under section 185 of the Act of any resolution appointing, re-appointing or approving the appointment of a Director.

RETIREMENT OF THE DIRECTORS BY ROTATION.

39. At every annual general meeting one-third of the Directors for the time being or if their number be not

a multiple of three then the number nearest to but not exceeding one-third shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

40. The Directors to retire on each occasion shall be those who have been longest in office since their last election, but as between persons who became or were last re-elected Directors of the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

41. A retiring Director shall be eligible for re-election.

42. Subject to the provisions of Articles 32 and 44 the Company at the meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto and in default the retiring Director shall if willing to continue to act be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

43. Subject as aforesaid the Company may also in general meeting elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles..

44. No person, other than a Director retiring at the meeting, shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than seven and not more than twenty-eight clear days before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some Member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

45. Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these Articles to appoint any person to be a Director, the Directors shall have power at any time and from time to time to appoint any person (subject to the provisions of Article 32) to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

46. The Company may by extraordinary resolution, or (subject to the provisions of section 184 of the Act) by ordinary resolution of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office and may (subject to Articles 32 and 44 or to the said provisions as the case may be) by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

47. The Company in general meeting may from time to time increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

PROCEEDINGS OF THE DIRECTORS.

48. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

49. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be three.

50. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number be reduced below the minimum number fixed by or in accordance with these Articles the continuing Directors may act for the purpose of filling up vacancies in their body or of summoning general meetings of the Company but not for any other purpose, and may act for either of the purposes aforesaid whether or not their number be reduced below the number fixed by or in accordance with these Articles as the quorum.

51. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office. 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 same, the Directors present may choose one of their number to be Chairman of the meeting.

52. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

53. The Directors may delegate any of their powers to committees, consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

54. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations imposed by the Directors under the last preceding Article.

55. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Directors or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.

56. All acts done by any meeting of the Directors or by any committee or by any person acting as a Director or member of a committee notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of such committee.

FOUNDATION GOVERNORS.

57. The Directors shall appoint Foundation Governors upon the terms and in accordance with the provisions of any Instrument of Government made or to be made for St. George's School, Harpenden by the Secretary of State for Education and Science pursuant to the Education Act, 1944 or any statutory modification or re-enactment thereof for the time being in force. Subject and without prejudice to the provisions contained in any such Instrument of Government a Foundation Governor shall hold office for such period and upon such terms as the Directors may determine and the Directors may at any time or from time to time remove any Foundation Governor from office and no person who is not a Director shall be capable of being appointed a Foundation Governor and the appointment of a Foundation Governor shall ipso facto be determined if for any reason he ceases to be a Director.

SECRETARY.

58. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by the Directors.

59. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL.

60. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of at least two Directors and of the Secretary or such other person as the Directors may from time to time appoint for the purpose, and such Directors and Secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

ACCOUNTS.

61. The Directors shall cause proper books of account to be kept with respect to :-

- (1) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place, and
- (2) the assets and liabilities of the Company, and
- (3) all sales and purchases of goods by the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

62. The books of account shall be kept at the Office, or subject to Section 147 (3) of the Act, at such other place or places as the Directors may think fit, and shall always be open to the inspection of the Directors.

63. 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 Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall

have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.

64. The Directors shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

65. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every Member and every holder of debentures or debenture stock of the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT.

66. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES.

67. A notice may be given by the Company to any Member either personally or by sending it by post to him at his registered address, or to any other address supplied by him to the Company for the giving of notices to him.

68. Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the envelope containing the same is put into the post, and in proving such service it shall be sufficient to prove that such envelope was properly addressed, stamped and posted.

69. Any notice or other document which pursuant to these Articles is required to be served by any Member on the Company or on the Secretary or any other officer of the Company may be served by leaving the same at the Office or by sending the same through the post in a prepaid envelope addressed to the Company or to the Secretary or other officer of the Company, as the case may be, at the Office.

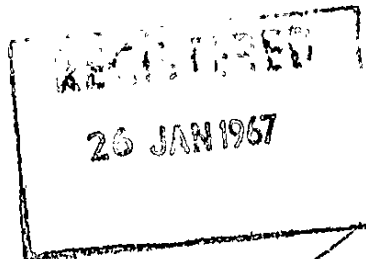
F. E. V. J. Ke

Chairman



No. 397914

THE COMPANIES ACT 1929



COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

Co-educational Public School

MEMORANDUM OF ASSOCIATION

of

ST. GEORGE'S SCHOOL (HARPENDEN)
LIMITED

(As amended by Special Resolution passed 15th December,
1966)

1. The name of the Company (hereinafter called
"the Association") is "ST. GEORGE'S SCHOOL
(HARPENDEN) LIMITED".

2. The registered office of the Association will
be situate in England.

3. The objects for which the Association is
established are as hereinafter specified in so far as
the same come within the category of charitable
objects but not further or otherwise -

- (A) To acquire and take over as a going concern the
co-educational public school now carried on at
Harpenden, in the County of Hertford, under the
style of St. George's School, Harpenden, and all
or any of the assets and liabilities of the
proprietors of that school in connection therewith,
and with a view thereto to execute and carry into
effect, with or without modification, an agreement
which has already been prepared and is expressed
to be made between Co-Educational Public Schools
Trust Limited of the one part, the Association of
the other part, and is to be executed
immediately after the incorporation of the
Association, and a copy of the draft whereof has
for the purpose of identification been subscribed
by The Right Honourable E. Leslie Burgin, a
Solicitor of the Supreme Court.
- (B) To establish and carry on at Harpenden or
elsewhere co-educational public schools at which
boys and girls shall together receive



religious, classical, mathematical, scientific and general education. /

- *(C) To conduct on such terms as may be agreed and either alone or jointly with others boarding houses for occupation by pupils receiving education at St. George's School Harpenden and for such purpose to own or acquire any interest in, maintain and pay all outgoings (if any) in respect of property of any description, employ staff and generally take all such steps as may be considered necessary or convenient in connection with or ancillary to the foregoing activities. /
- (D) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company (whether in liquidation or not) carrying on or having been carrying on any business which the Association is authorised to carry on or possessed of property suitable for the purposes of the Association. /
- (E) To take or otherwise acquire and hold shares or stock in or debentures or securities of any other company having objects altogether or in part similar to those of the Association, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Association. /
- (F) Subject to the provisions of Section 14 of the Companies Act 1929, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association. /
- (G) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects. /
- * (H) To undertake, accept, execute and administer, without remuneration, any charitable trust.-
- (I) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit. /
- (J) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to

*Paragraphs (C) and (H) inserted by Special Resolution passed 15th December 1966.

the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

- (K) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (L) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds any objects, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent, per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Board of Directors of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Board of Directors, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a member of the Board of Directors may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association 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 among themselves, such amount as may be required not exceeding £5.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by a Judge of

the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object. /

8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors. /

SLAUGHTER AND MAY

18, AUSTIN FIDARS, E.C.2.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT NELSON,

19 Rothamsted Avenue,
Harpenden,
Herts,

Director of Public Electricity Supply Companies.

GILBERT BURROWS TYSON,

13 Stewart Road,
Harpenden,
Herts,

Local Government (Education) Official.

EDWARD HENRY MONTAUBAN,

Bramble Corner,
Devonshire Road,
Harpenden,

Schoolmaster.

LEONARD PATRICK O'BRIEN,

Limbrick Hall,
Harpenden,

Chemical Manufacturer.

EDWARD LESLIE BURGIN,

3 Gray's Inn Place, W.C.,

Solicitor.

T. HUMPHREY THACKRAH,

3 Gray's Inn Place,
London, W.C.1,

Solicitor.

A.J. WILDEY,

24 Elm Avenue,
Oxhey, Watford, Herts.

Clerk.

DATED this 30th day of July 1945.

WITNESS to the above Signatures -

RICHARD E. SELBY,

Certified a true copy.

Solicitor with Messrs. Denton,
Hall & Burgin,

of 3 Gray's Inn Place,
London, W.C.1.

K. N. Fani

Secretary

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For (get in compliance with

Sec 9 EEC Act 1972

THE COMPANIES ACTS

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED

Incorporated the 18th day of August, 1945.
(New Articles adopted 15th December, 1966.)

SLAUGHTER AND MAY

18 AUSTIN FRIARS,
LONDON, E.C.2.

ST.GEORGE'S SCHOOL(HARPENDEN) LIMITED
Reg.Office. ST. GEORGE'S SCHOOL
HARPENDEN
HERTS.

Company Registration Number 397914

WE HEREBY CERTIFY that at a Meeting
of the Board of Directors of
St.George's School (Harpenden) Limited,
held at St.George's School,Harpenden,
Hertfordshire, on 12th October,1972,
it was RESOLVED that

"the registered number of members be
increased from 70 to 150 and that
formal notification of this be sent to
the Registrar of Companies".

P.L. Bay
Chairman.
K. N. Jan
Secretary

4th December,1972.

THE COMPANIES ACTS

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM

and

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of

ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED

Incorporated the 18th day of August, 1945.
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SLAUGHTER AND MAY
18 Austin Friars,
London, E.C.2.

No. 397914

[COAT OF ARMS]

CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY that ST. GEORGE'S SCHOOL
(HARPENDEN) LIMITED is this day Incorporated under
the Companies Act, 1929, and that the Company is
Limited.

Given under my hand at Llandudno, this Eighteenth
day of August One thousand nine hundred and forty-five.

P. MARTIN,

Registrar of Companies.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

of

ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED

(Passed 15th December, 1966)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 15th day of December 1966 the following Resolutions were duly passed as Special Resolutions.

RESOLUTIONS

1. THAT the Memorandum of Association of the Company be amended in manner following :-
 - (a) The following new paragraphs to be lettered respectively (C) and (H) shall be inserted in Clause 3 :-
 - (C) To conduct on such terms as may be agreed and either alone or jointly with others boarding houses for occupation by pupils receiving education at St. George's School Harpenden and for such purpose to own or acquire any interest in, maintain and pay all outgoings (if any) in respect of property of any description, employ staff and generally take all such steps as may be considered necessary or convenient in connection with or ancillary to the foregoing activities.
 - (H) To undertake, accept, execute and administer, without remuneration, any charitable trust."
 - (b) By substituting the word "Directors" for the word "Governors" where it appears in the proviso to Clause 4.
 - (c) By inserting the word "charitable" before the word "objects" where such word first appears in the sixth line of Clause 7.
2. THAT the regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles of Association thereof.

K.M. MAIER

Secretary

THE COMPANIES ACT 1929

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

ST. GEORGE'S SCHOOL (HARPENDEN)
LIMITED

(As amended by Special Resolution passed 15th December,
1966)

1. The name of the Company (hereinafter called "the Association") is "ST. GEORGE'S SCHOOL (HARPENDEN) LIMITED".

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are as hereinafter specified in so far as the same come within the category of charitable objects but not further or otherwise -

(A) To acquire and take over as a going concern the co-educational public school now carried on at Harpenden, in the County of Hertford, under the style of St. George's School, Harpenden, and all or any of the assets and liabilities of the proprietors of that school in connection therewith, and with a view thereto to execute and carry into effect, with or without modification, an agreement which has already been prepared and is expressed to be made between Co-Educational Public Schools Trust Limited of the one part, the Association of the other part, and is to be executed immediately after the incorporation of the Association, and a copy of the draft whercof has for the purpose of identification been subscribed by The Right Honourable E. Leslie Burgin, a Solicitor of the Supreme Court.

(B) To establish and carry on at Harpenden or elsewhere co-educational public schools at which boys and girls shall together receive a sound

the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

- (K) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (L) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds any objects, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Board of Directors of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Board of Directors, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a member of the Board of Directors may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association 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 among themselves, such amount as may be required not exceeding £5.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by a Judge of

the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROBERT NELSON,

19 Rothamsted Avenue,
Harpenden,
Herts,

Director of Public Electricity Supply Companies.

GILBERT BURROWS TYSON,

13 Stewart Road,
Harpenden,
Herts,

Local Government (Education) Official.

EDWARD HENRY MONTAUBAN,

Bramble Corner,
Devonshire Road,
Harpenden,

Schoolmaster.

LEONARD PATRICK O'BRIEN,

Limbrick Hall,
Harpenden,

Chemical Manufacturer.

EDWARD LESLIE BURGIN,

3 Gray's Inn Place, W.C.,

Solicitor.

T. HUMPHREY THACKRAH,

3 Gray's Inn Place,
London, W.C.1,

Solicitor.

A.J. WILDEY,

24 Elm Avenue,
Oxhey, Watford, Herts.

Clerk.

DATED this 30th day of July 1945.

WITNESS to the above Signatures -

RICHARD E. SELBY,

Solicitor with Messrs. Denton,
Hall & Burgin,

of 3 Gray's Inn Place,
London, W.C.1.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

NEW
ARTICLES OF ASSOCIATION

of

ST. GEORGE'S SCHOOL (HARPENDEN)
LIMITED

(Adopted pursuant to a Special Resolution passed
on 15th December 1966)

1. In these Articles of Association, if not inconsistent with the subject or context, the words in the first column of the Table set out below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Act, 1948.
These Articles	These Articles of Association as originally framed or as from time to time altered by Special Resolution.
The Company	St. George's School (Harpenden) Limited.
Member	A Member of the Company.
The Directors	The Directors for the time being of the Company or the Directors present at a duly convened meeting of the Directors at which a quorum is present.
The Office	The Registered Office of the Company.
The Seal	The Common Seal of the Company.
Month	Calendar Month.
In writing	Written, or produced by any substitute for writing, or partly written and partly so produced.

The expression "Secretary" shall include any temporary, assistant or acting Secretary.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender.

Words importing persons shall include corporations.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

Reference herein to any provision of the Act shall be a reference to such provision as modified by any statutory modification or re-enactment thereof for the time being in force.

2. The Company is established for the purposes expressed in its Memorandum of Association.

3. The office shall be at such place in England as the Directors shall from time to time appoint.

MEMBERS.

4. For the purposes of registration the number of Members is declared not to exceed 150 but the Directors may from time to time register an increase of Members.

5. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be Members.

6. A Member shall cease to be a Member if he shall resign membership by writing under his hand left at the Office but so that such resignation shall not be effective if the number of Members would thereby be reduced below the minimum prescribed by the Act.

GENERAL MEETINGS.

7. The Company shall in each 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 more than fifteen 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 at such time and place as the Directors shall appoint.

8. All general meetings other than annual general meetings shall be called extraordinary general meetings.

9. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened

on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act.

NOTICE OF GENERAL MEETINGS.

10. Subject to the provisions of the Act relating to meetings convened for the purpose of passing special resolutions and annual general meetings, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every general meeting of the Company specifying the place, the day and the hour of meeting and in case of special business the general nature of such business shall be given in manner hereinafter mentioned to all Members for the time being entitled under these Articles to receive notice of general meetings, provided that with the written consent of Members in accordance with the provisions of the Act a meeting may be convened on such shorter notice and in such other manner as such Members may think fit. The accidental omission to give notice to or the non-receipt of notice by any Member shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS.

11. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of the consideration of the accounts and balance sheet and the reports of the Directors and Auditors, the election of Directors in place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors.

12. No business shall be transacted at any general meeting unless a quorum be present when the meeting proceeds to business. Save as otherwise provided by these Articles, five Members present in person and entitled to vote shall be a quorum for all purposes.

13. If within half an hour from the time appointed for the meeting a quorum be 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 or place as the Chairman of the meeting may determine, and if at such adjourned meeting a quorum as above defined be not present within fifteen minutes from the time appointed for holding the meeting the Members present in person shall be a quorum.

14. The Chairman, if any, of the board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling

to act the Directors present shall elect one of their number to be Chairman of the meeting.

15. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

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 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. Save as aforesaid it shall not be necessary to give 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 unless before or on the declaration of the result of the show of hands a poll be demanded by the Chairman or by any Member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the Minute Book of the Company, 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.

18. If a poll be duly demanded it shall be conducted in such manner and at such time and place as may be appointed by the Chairman of the meeting. Votes may be given personally or by proxy and the declaration of the Chairman as to the number of votes given for and against the resolution in respect of which the poll is taken shall be final and conclusive, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

19. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.

20. No poll shall be demanded or taken on the election of a Chairman or on a question of adjournment.

21. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

22. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at a general meeting or their duly appointed attorneys shall be as valid and effectual as if the same had been passed at a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney.

VOTES OF MEMBERS.

23. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.

26. No person shall act as a proxy unless he be entitled on his own behalf to be present and vote at the meeting at which he acts as proxy.

27. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, 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 named in it as the date of its execution.

28. An instrument appointing a proxy may be in the usual common form, or in such other form as the Directors may accept, and shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

29. 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 such death, insanity or revocation shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES.

30. Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member.

DIRECTORS.

31. Unless and until otherwise determined by the Company in general meeting the Directors shall be not less than eight and not more than twenty in number.

32. No person who is not a Member shall in any circumstances be eligible to hold office as a Director.

POWERS AND DUTIES OF THE DIRECTORS.

33. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such regulations, being not inconsistent with such provisions, as may be prescribed by the Company in general meeting, but no regulations made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

34. The Directors may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

35. All cheques, promissory notes, drafts, bills of exchange and other negotiable and transferable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

36. The Directors shall cause minutes to be made in books provided for the purpose :-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors or committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of any committee of the Directors.

DISQUALIFICATION OF DIRECTORS.

37. Without prejudice to the provisions for retirement by rotation or otherwise contained in these Articles, the office of a Director shall be vacated in any of the events following, namely :-

- (a) if he ceases to be a Member;
- (b) if he resign his office by writing under his hand left at the Office;
- (c) if he be found or become of unsound mind or become bankrupt or compound with his creditors;
- (d) if he be prohibited from being a Director by reason of any order made under section 188 of the Act;
- (e) if he be removed from office pursuant to Article 46.

38. No person shall be disqualified from being appointed a Director and no Director shall be required to vacate that office by reason only of the fact that he has attained the age of 70 years, nor need the age of any such person or Director nor the fact that any such person or Director is over 70 be stated in any notice or resolution relating to his appointment or re-appointment, nor shall it be necessary to give special notice under section 185 of the Act of any resolution appointing, re-appointing or approving the appointment of a Director.

RETIREMENT OF THE DIRECTORS BY ROTATION.

39. At every annual general meeting one-third of the Directors for the time being or if their number be not

a multiple of three then the number nearest to but not exceeding one-third shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

40. The Directors to retire on each occasion shall be those who have been longest in office since their last election, but as between persons who became or were last re-elected Directors of the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

41. A retiring Director shall be eligible for re-election.

42. Subject to the provisions of Articles 32 and 44 the Company at the meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto and in default the retiring Director shall if willing to continue to act be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

43. Subject as aforesaid the Company may also in general meeting elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles.

44. No person, other than a Director retiring at the meeting, shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than seven and not more than twenty-eight clear days before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some Member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

45. Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these Articles to appoint any person to be a Director, the Directors shall have power at any time and from time to time to appoint any person (subject to the provisions of Article 32) to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

46. The Company may by extraordinary resolution, or (subject to the provisions of section 184 of the Act) by ordinary resolution of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office and may (subject to Articles 32 and 44; or to the said provisions as the case may be) by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

47. The Company in general meeting may from time to time increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

PROCEEDINGS OF THE DIRECTORS.

48. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

49. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be three.

50. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number be reduced below the minimum number fixed by or in accordance with these Articles the continuing Directors may act for the purpose of filling up vacancies in their body or of summoning general meetings of the Company but not for any other purpose, and may act for either of the purposes aforesaid whether or not their number be reduced below the number fixed by or in accordance with these Articles as the quorum.

51. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office. 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 same, the Directors present may choose one of their number to be Chairman of the meeting.

52. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

53. The Directors may delegate any of their powers to committees, consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

54. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations imposed by the Directors under the last preceding Article.

55. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Directors or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.

56. All acts done by any meeting of the Directors or by any committee or by any person acting as a Director or member of a committee notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of such committee.

FOUNDATION GOVERNORS.

57. The Directors shall appoint Foundation Governors upon the terms and in accordance with the provisions of any Instrument of Government made or to be made for St. George's School, Harpenden by the Secretary of State for Education and Science pursuant to the Education Act, 1944 or any statutory modification or re-enactment thereof for the time being in force. Subject and without prejudice to the provisions contained in any such Instrument of Government a Foundation Governor shall hold office for such period and upon such terms as the Directors may determine and the Directors may at any time or from time to time remove any Foundation Governor from office and no person who is not a Director shall be capable of being appointed a Foundation Governor and the appointment of a Foundation Governor shall ipso facto be determined if for any reason he ceases to be a Director.

SECRETARY.

58. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by the Directors.

59. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL.

60. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of at least two Directors and of the Secretary or such other person as the Directors may from time to time appoint for the purpose, and such Directors and Secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

ACCOUNTS.

61. The Directors shall cause proper books of account to be kept with respect to :-

- (1) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place, and
- (2) the assets and liabilities of the Company, and
- (3) all sales and purchases of goods by the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

62. The books of account shall be kept at the Office, or subject to Section 147 (2) of the Act, at such other place or places as the Directors may think fit, and shall always be open to the inspection of the Directors.

63. 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 Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall

have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.

64. The Directors shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

65. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every Member and every holder of debentures or debenture stock of the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT.

66. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES.

67. A notice may be given by the Company to any Member either personally or by sending it by post to him at his registered address, or to any other address supplied by him to the Company for the giving of notices to him.

68. Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the envelope containing the same is put into the post, and in proving such service it shall be sufficient to prove that such envelope was properly addressed, stamped and posted.

69. Any notice or other document which pursuant to these Articles is required to be served by any Member on the Company or on the Secretary or any other officer of the Company may be served by leaving the same at the Office or by sending the same through the post in a prepaid envelope addressed to the Company or to the Secretary or other officer of the Company, as the case may be, at the Office.