

THE COMPANIES ACT 1985

Company Limited by Guarantee
and not having a share capital

MEMORANDUM AND ARTICLES OF ASSOCIATION

- OF -

CAMBRIDGE STEINER SCHOOL PROJECT

Incorporated on 28th October 1993

Company No. 2866985

THE COMPANIES ACT 1985

Company Limited by Guarantee
and not having a share capital

MEMORANDUM AND ARTICLES OF ASSOCIATION

- of -

CAMBRIDGE STEINER SCHOOL PROJECT

1. The name of the Company (hereinafter called “the Association”) is “CAMBRIDGE STEINER SCHOOL PROJECT”.
2. The registered office of the Association will be situated in England.
3. The objects for which the Association is established is to promote and provide for the advancement of education upon the principles indicated by the late Dr. Rudolf Steiner and to conduct in the United Kingdom any boarding or day school or schools for the education of children. In furtherance of the objects of the Association but no further or otherwise the Association shall have the following powers:-
 - a) To establish and carry on a school where pupils, scholars and students may obtain on moderate terms a sound general education upon the principles indicated by Rudolf Steiner;
 - b) To promote the study and practice of all or such of the arts and sciences, including the art of eurhythmics as are necessary;
 - c) To provide for the delivery and holding of lectures, meetings, exhibitions, classes and conferences in connection with the said school;
 - d) To grant bursaries, scholarships or free places to any pupils, scholars, students or prospective pupils, scholars or students who are in need of financial assistance;
 - e) To establish and carry on a kindergarten or kindergartens in connection with or independently of any junior or senior school college;
 - f) 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 for the promotion of its objects, and to construct, maintain and alter any buildings or erections (including schools, class rooms, laboratories offices and other rooms) necessary for the work of the Association and to furnish and equip the same.
 - g) To sell, let, mortgage, dispose of or turn to account (subject to such consents as may be by law required) all or any of the property or assets of the Association as may be necessary with a view to the promotion of its objects;

- h) To commission, pay for, print, publish, sell and circulate books, pamphlets, periodicals, papers, circulars and other written and artistic works and other forms of recorded information;
- i) To act as a trust corporation in relation to and otherwise undertake and execute any charitable trusts;
- j) To invest the monies of the Association not immediately required for its purposes in or upon such investments, or securities or property as may be thought fit, subject nevertheless to such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- k) Subject to such consents as may be required by law to borrow or raise or secure payment of money and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the property of the Association (both present and future) and to purchase redeem or pay off any such securities;
- l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- m) To take any gifts of property whether subject to any special trust or not for any one or more of the objects of the Association;
- n) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise provided that the Association shall not undertake any form of permanent trading;
- o) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes;
- p) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any charitable institution or institutions having objects similar to the objects of the Association and to amalgamate with any such institution or institutions;
- q) To apply for, promote and obtain any charter, act of Parliament, order, licence or other authority for enabling the Association to carry any of its objects into effect or for effecting any modification of the constitutions of the Association or for any other purpose which seem necessary;
- r) To enter into any arrangements with any Governments or authorities or any corporations, companies or persons which may seem necessary to the objects of the Association or any of them and to obtain from any such Government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Association may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions;
- s) To employ all such teachers, technicians, clerks, typists and other persons as may be required for the purposes of the Association;

- t) To grant pensions and retirement benefits to or for employees or former employees of the Association and to the widows, children and other dependants of deceased employees and other necessitous circumstances; and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits to employees or former employees of the Association their widows, children and other dependants;
- u) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and to do all such other lawful things as are necessary to the attainment of the above objects of the Association or any of them.

PROVIDED THAT

- i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
 - iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, 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 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 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 of the Charity Commissioners over such 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.
4. The income and property of the Association shall be applied solely towards the promotion of its objects 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 members of the Association and no members of its Board of Trustees shall be appointed to any office of the Association paid by salary or fees or receive any remuneration in money or money's worth from the Association: PROVIDED THAT nothing herein shall prevent the payment in good faith by the Association:
- a) of reasonable and proper remuneration to pay members officer or servant of the Association, (not being a member of its Board of Trustees) for any services rendered to the Association;
 - b) of interest on money lent by any member of the Association or of its Trustees at a rate per annum not exceeding 3% less than the base lending rate for the time being of the Association's bankers or 3% whichever is the greater;

- c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Trustees;
 - d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of its Board of Trustees may be a member holding not more than one-hundredth part of the capital of that company;
 - e) to any member of its Trustees of reasonable proper out-of-pocket expenses;
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 £1.
 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 charitable 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 and if and so far as effect cannot be given to such provision, then to some other charitable object.
 8. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales and no addition, alteration or amendment shall be made to or in the provisions of such Memorandum which would cause the Association to cease to be a charity at law.

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

NAMES,	ADDRESSES and	DESCRIPTIONS of SUBSCRIBERS
Janni Nicol	3 Church Lane, Balsham, Cambridge CB1 6DS	illustrator
Ute Towriss	Lordship Cottage, 2 High Street Swaffham Bulbeck, Cambridge CB5 0HP	mother
Richard Anthony William Staley	36 Hurst Park Avenue, Cambridge CB4 2AE	academic
Vivien Anne Law	12 Tenison Avenue, Cambridge CB1 2DY	university lecturer
Teddy Prestbury	1-3 Lower King Street, Royston, Herts	solicitor

DATED this 1st day of September 1993

Witness to the above signatures:

THE COMPANIES ACT 1985

Company Limited by Guarantee
and Not Having a Share Capital

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

CAMBRIDGE STEINER SCHOOL PROJECT

GENERAL

1. In these presents 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 1985 including any statutory modification or re-enactment thereof for the time being in force.

These presents

These Articles of Association and the regulations of the Association from time to time in force.

The Association

The above-named Company.

Board of Trustees

The Council of Management for the time being of the Association.

Trustee

A member of the Board of Trustees

The Office

The Registered Office of the Association.

The Seal

The Common Seal of the Association.

The United kingdom

Great Britain and Northern Ireland.

Month

Calendar Month.

In writing

Written, printed or lithographed or partly one and partly another and other modes of representing words in visible form.

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

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is TEN (10) but the Association may from time to time register an increase in members.
3. The provisions 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 purpose expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Board of Trustees shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
6. Any other person who is desirous of becoming a member shall, upon signing and delivering to the Secretary of the Association in the form or to the effect as follows:-

“TO: Cambridge Steiner School Project

I desire to become a member of Cambridge Steiner School Project and, if elected, agree that I will perform and be bound by all the provisions of the Memorandum and Articles of Association of such Association

Dated this day of 20....

Name:

Address: _____ ”

Such application to be countersigned by two members of the Association.

7. It shall be lawful for any person to guarantee any larger sum than £1 by executing a bond or subscription contract with the Association to that effect.
8. Unless and until otherwise determined by a General Meeting there shall be no entrance fee or annual subscription in respect of membership of the Association.
9. A member of the Association shall cease to be such:
 - a) Upon his death;
 - b) If by notice lodged at or sent to the Office, he resigns from membership;
 - c) If he is removed from membership by a resolution of the Board of Trustees but any such resolution shall not be valid unless passed by a majority of two thirds of the members of the Board of Trustees for the time being.

GENERAL MEETINGS

10. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Trustees and shall specify the meeting as such in the notices calling it which shall be sent to each member PROVIDED THAT every Annual General Meeting except the first shall be held not more than fifteen months after holding of the last preceding Annual General Meeting and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
11. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
12. The Board of Trustees may whenever they think fit and they shall upon a requisition being made by any two or more members convene an Extraordinary General Meeting or, in default, such a meeting may be convened by any such requisitionists as is provided in the Act.
13. Any requisition made by members shall express the object of the meeting proposed to be called and shall be left at the registered office of the Association.
14. Upon receipt of such requisition the Board of Trustees shall forthwith proceed to convene a General Meeting; if they do not proceed to convene the same within 21 days from the date of the requisition, the requisitionists may themselves convene a meeting.
15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Board of Trustees and of the Auditors, the election of members of the Board of Trustees in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
17. No business shall be transacted at any General meeting unless a quorum is present when the meeting proceeds to business. Three persons or one tenth of the total membership whichever is the greater personally present shall be a quorum.
18. If within half an hour from the time appointed for the holding of the 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 Board of Trustees may determine and if at such adjourned meeting a quorum is not present it shall be adjourned sine die.
19. The Chairman (if any) of the Board of Trustees shall preside as Chairman at every 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 a Trustee or if all the

Trustees present decline to take the chair, they shall choose on a majority basis some member of the Association who shall be present to preside.

20. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact. The demand for a poll may be withdrawn.
22. Subject to the provisions of Article 23, 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.
23. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
24. 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 casting vote.
25. 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.
26. 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 attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.
27. Subject as hereinafter provided every member shall have one vote.
28. Save as herein expressly provided no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
29. 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. A proxy must be a member.
30. 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.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be

deposited at the 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, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

- 32. 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 of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting at which the proxy is used.
- 33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

I
of
a member of Cambridge Steiner School Project
hereby appoint
of
and failing him,
of
to vote for me and on my behalf at the {Annual or Extraordinary or Adjourned, as the case may be} General Meeting of the Association to be held on the
..... day of
and at every adjournment thereof.

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

BOARD OF TRUSTEES

- 34. The number of members of the Board of Trustees shall not be less than three or until otherwise determined by a General Meeting more than twelve.
- 35. The first members of the Board of Trustees shall be the subscribers to the Memorandum of Association.
- 36. The Board of Trustees may from time to time and at any time appoint any member of the Association as a Trustee either to fill a casual vacancy or by way of addition to the Board PROVIDED THAT the prescribed maximum be not hereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but subject hereto he shall then be eligible for re-election.
- 37. No person who is not a member of the Association shall in any circumstances be eligible to hold office as Trustee.

POWERS OF THE BOARD OF TRUSTEES

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

PROVIDED ALWAYS that in case the members of the Board of Trustees shall at any time be or be reduced in number to less than the minimum number prescribed in accordance with these presents, it shall be lawful for them to act as the Board of Trustees for the purpose of admitting persons to membership of the Association, filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

39. The Trustees shall be entitled to be repaid all travelling, hotel and reasonable other expenses properly incurred by them in attending and returning from meetings of the Board of Trustees or any Committee of the Board of Trustees or general meetings of the Association or in connection with the business of the Association.

SECRETARY

40. Subject to the Act the Secretary shall be appointed by the Board of Trustees for such time at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. The Board of Trustees may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting provided that no Trustee may occupy the salaried position of Secretary.

THE SEAL

41. The Board of Trustees shall provide for the safe custody of the Seal which shall only be used by the authority of the Board of Trustees or a committee of the Board of Trustees authorised by the Board of Trustees in that behalf and every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Board of Trustees for the purpose.

DISQUALIFICATION OF TRUSTEES

42. A Trustee shall cease to hold office:
- a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

- b) If he becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1959 of exercising his functions as such member.
- 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 reason of any order made under the provisions of the Act.
- f) If he is removed from office by a resolution duly passed pursuant to the Act.

ROTATION OF MEMBERS OF THE BOARD OF TRUSTEES

- 43. At the Annual General Meeting held in 1991 and at the Annual General Meeting to be held in every subsequent year, one third of the Trustees for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office.
- 44. The Trustees to retire shall be those who have been longest in office since their last election or appointment. As between Trustees of equal seniority, the Trustees to retire shall in the absence of agreement be selected from among them by lot. The length of time a Trustee has been in office shall be computed from his last election or appointment. A retiring Trustee shall be eligible for re-election.
- 45. The Association may at the meeting at which Trustees retire in manner aforesaid fill up the vacated office by electing a person thereto, and in default the retiring Trustee shall, unless he has indicated that he does not wish to continue in office, 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 Trustee shall have been put to the meeting and lost.
- 46. No person not being a Trustee retiring at the meeting shall, unless recommended by the Board of Trustees for election, be eligible for election to membership of the Board of Trustees at any General Meeting unless before 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.
- 47. The Association may from time to time in General Meeting increase or reduce the number of Trustees and determine in what rotation such increased or reduced number shall go out of office and subject to the terms hereof may make the appointments necessary for effecting any such increase.
- 48. In addition and without prejudice to the provisions of the Act, the Association may by Extra-ordinary Resolution remove any Trustee before the expiration of his period in office and may by an Ordinary Resolution appoint another person in his stead; but any person so appointed shall retain his office so long only as the Trustee in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD OF TRUSTEES

- 49. The Board of Trustees may meet together for the despatch 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 and there shall never be less than three Trustees. 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.
50. A Trustee may and on the request of a Trustee, the Secretary shall at any time summon a meeting of the Board of Trustees by notice served upon the several members of the Board.
 51. The Board of Trustees shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board of Trustees 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 Trustees present shall choose one of their number to be Chairman of the meeting.
 52. A meeting of the Board of Trustees 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 of Trustees generally.
 53. The Board of Trustees may delegate any of their powers to committees consisting of such Trustee or Trustees as they think fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board of Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Trustees provided that all acts and proceedings of such committee shall be reported back to the full Board of Trustees as soon as possible.
 54. All acts bona fide done by any meeting of the Board of Trustees or of any committee of the Board of Trustees or by any person acting as a member of the Board of Trustees shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office 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 or had duly continued in office and was qualified to be a Trustee.
 55. The Board of Trustees shall cause proper minutes to be made of all appointments of officers made by the Board of Trustees and of the proceedings of all meetings of the Association and of the Board of Trustees and of committee of the Board of Trustees 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.
 56. A resolution in writing signed by all members for the time being of the Board of Trustees or of any committee of the Board of Trustees who are entitled to receive notice of a meeting of the Board of Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or of such committee duly convened and constituted.

ACCOUNTS

57. The Board of Trustees shall cause accounting records to be kept in accordance with the requirements of the Act.

58. The accounting records shall be kept at the office or, subject to the provisions of the Act, at such other place or places as the Board of Trustees shall think fit and shall always be open to the inspection of the officers of the Association.
59. The Board of Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute authorised by the Board of Trustees or by the Association in General Meeting.
60. At the Annual General Meeting in every year the Board of Trustees shall in accordance with the provisions of the Act lay before the Association a proper 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 six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Trustees and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other 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 open to inspection and be read before the meeting as required by the Act.

AUDIT

61. In accordance with the provisions of the Act once at least in every year the Accounts of the Association shall be examined by one or more properly qualified Accountant or Accountants to be appointed by the Trustees who, shall be treated as the Directors for the purpose of making this appointment.
62. The company shall take advantage of the provisions of the Act with regard to the exemption from Audit for certain categories of small company where the company qualifies for exemption under the criteria set out in the Act.
63. Where the company does not meet the exemption from Audit criteria then Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the Trustees being treated as the Directors mentioned in those provisions.

NOTICES

64. A notice may be served by the Association upon any member, either personally, by email 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.¹
65. 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.

DISSOLUTION

66. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES and DESCRIPTIONS of SUBSCRIBERS

Janni Barbara Nicol
3 Church Lane
Balsham
Cambridge CB1 6DS
occupation – illustrator

Ute Veronika Towriss
Lordship Cottage
2 High Street Swaffham Bulbeck, Cambridge CB5 0HP
occupation - mother

Richard Anthony William Staley
36 Hurst Park Avenue
Cambridge CB4 2AE
occupation – academic

Teddy Prestbury
1-3 Lower King Street
Royston, Herts
occupation - solicitor

Vivien Anne Law
12 Tenison Avenue, Cambridge CB1 2DY
occupation – academic

DATED this 1st day of September 1993

Witness to the above Signatures: