

THE COMPANIES ACTS 1985 TO 1989

COMPANY NOT FOR PROFIT AND LIMITED BY
GUARANTEE

Memorandum

AND

Articles of Association

OF

**THE HEADMASTERS' AND HEADMISTRESSES'
CONFERENCE**

(Incorporated)

Revised and Adopted on 7 October 2009

(COPY.)

Licence

BY

THE BOARD OF TRADE

Pursuant to Section 23 of the Companies Act, 1867.

WHEREAS it has been proved to the Board of Trade that THE HEADMASTERS' CONFERENCE, which is about to be registered under the Companies Acts, 1862 to 1907, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 23rd section of the Companies Act, 1867, and that it is the intention of the said Association that 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 the Memorandum of Association of the said Association, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association:

NOW, THEREFORE, the Board of Trade in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven members thereof on the Fourth day of February, 1909, do by this their licence direct THE HEADMASTERS' CONFERENCE to be registered with limited liability, without the addition of the word "limited" to its name.

Signed by order of the Board of Trade, this Fifteenth day of February, 1909.

C.S. BARNES,

Comptroller of the Companies Department, authorised in that behalf by the President of the Board of Trade.

(COPY.)

No. 101,760.

Certificate of Incorporation

I HEREBY CERTIFY THAT THE HEADMASTERS' CONFERENCE (the word "Limited" being omitted by Licence of the Board of Trade) is this day Incorporated under the Companies Acts, 1862 to 1907, and that the Company is LIMITED.

Given under my hand at London this Twenty-sixth day of February, One thousand nine hundred and nine.

Fees and Deed Stamps, £6.75p

Stamp Duty on Capital, £

GEO.J.SARGENT,

Assistant Registrar of Joint Stock Companies.

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

Company No.101760

The Registrar of Companies for England and Wales certifies that HEADMASTERS'
CONFERENCE (THE)

Having by special resolution changed its name, is now incorporated under the name
of

THE HEADMASTERS' AND HEADMISTRESSES' CONFERENCE

Given at Companies House, Cardiff, the 16th January 1996

Mrs. L. Parry
For the Registrar of Companies

THE COMPANIES ACTS 1985 TO 1989

COMPANY NOT FOR PROFIT AND LIMITED BY
GUARANTEE

Memorandum of Association

OF

THE HEADMASTERS' AND HEADMISTRESSES' CONFERENCE *(Incorporated)*

(amended by Special Resolution passed on 6th October 2004)

- I The name of the Association is "THE HEADMASTERS' AND HEADMISTRESSES' CONFERENCE."*
- II The Registered Office of the Conference will be situated in England.
- III The objects for which the Conference is established are:-
 - 1. The discussion of educational questions which affect such schools as are in close connection with the universities and other institutions of higher education.
 - 2. To promote the cause of education.
 - 3. Through the schools which have their Heads in membership of the Conference, to exemplify excellence and broadly conceived goals in secondary education, including community service, religious and moral education and education for family life.
 - 4. To protect and improve the status, character and interests of persons engaged in the profession of education.
 - 5. To provide support for Members.
 - 6. To foster the professional training and development of Heads and their assistant teachers.
 - 7. To procure and circulate among members of the Conference information on matters relating to or affecting education, teaching, examinations and educational organisation.

*The name of the Association was changed from The Headmasters' Conference on 16 January 1996

8. To establish and recommend to Members sound codes of practice.
9. To act as governors, trustees or managers of any property, endowment, legacy, bequest or gift for educational purposes which may be lawfully vested in the Conference, and to apply donations and benefactions from time to time made or received.
10. To encourage schools in their charitable activities, especially in facilitating educational benefits for children from families with low incomes.
11. To undertake, either alone or in conjunction with others, the settlement of disputes, differences and questions arising between Members in their capacity as Heads and other persons or bodies.
12. To initiate and promote or oppose measures, legislative or administrative, in parliament or elsewhere.
13. To take part in or send delegates to meetings and conferences, and appoint members of associations, committees and other bodies.
14. To amalgamate, if deemed desirable, with any association or body having objects altogether or in part similar to those of the Conference and prohibiting the payment of dividends to its members.
15. To provide for the holding of inspections as appropriate whether for membership of the Conference or for providing evidence of standards to OFSTED or recommendations for improvement to any school.
16. To provide facilities for meeting together and the exchange of ideas between Heads, assistant teachers, parents, governors and other officers of schools.
17. To foster good relations with other associations and individuals engaged in education or interested in educational matters at home or abroad.
18. To communicate with universities and other institutions of higher education, the Armed services, industry and other outside bodies or concerns.
19. To communicate the views of Members and their schools on matters affecting education to the Government and other public bodies.
20. To invest the monies of the Conference not immediately required for the purposes thereof, or any monies of which the Conference may have the custody or administration, upon such securities or otherwise in such manner as may from time to time be determined.
21. So far as the law may allow, to purchase, acquire, hold, build or improve, sell, demise, mortgage and otherwise dispose of hereditaments of any tenure, the acquisition whereof may seem desirable for the effectuation of any of the objects of the Conference.

22. To borrow money for any of the purposes of the Conference on such security and in such manner as may seem expedient.

23. To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

- IV. The income and property of the Conference, whencesoever derived, shall be applied solely towards the promotion of the objects of the Conference 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 Conference.

Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officers or servants of the Conference, or other person, in return for any services actually rendered to the Conference, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money borrowed from any Member of the Conference, or be deemed to exclude any Member of the Conference from the benefit of any grant made in furtherance of any of the objects of the Conference, excepting a gratuitous grant of money to any Member, nor prevent the gratuitous distribution or sale at a discount to Members or others of any books, pamphlets, circulars or other publications, whether published by the Conference or otherwise, relating to all or any of its objects as above set forth. Provided further that no Member of the Committee or Governing Body of the Conference shall be appointed to any salaried office of the Conference or any office of the Conference paid by fees and that no remuneration shall be given by the Conference to any Member of such Committee or Governing Body except re-payment of out-of-pocket expenses and interest on money lent or rent for premises demised to the Conference. Provided further that this provision shall not apply to any payment to any Railway, Gas, Electric Lighting, Water, Cable or Telephone Company of which a Member of the Committee or Governing Body 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 such payment.

- V. The fourth paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Conference in pursuance of Section 23 of the Companies Act, 1867.
- VI. The liability of the Members is limited.

- VII. Every Member of the Conference undertakes to contribute to the assets of the Conference in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for the payment of the debt and liabilities of the Conference contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding ten pounds.
- VIII. If upon the winding up or dissolution of the Conference 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 Conference, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Conference at or before the time of dissolution, or in default thereof by such Judge of the High Court of justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
- IX. True accounts shall be kept of the sums of money received and expended by the Conference, and the matter in respect of which such receipts and expenditure takes place, and of the property, credits and liabilities of the Conference; and, subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Conference for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Conference 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 an Association in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

1. JAMES GOW, Headmaster of Westminster School, S.W.19, Dean's Yard, Westminster, S.W.
2. ALBERT AUGUSTUS DAVID, Headmaster of Clifton College, School House, Clifton College, Bristol.
3. ROBERT CARY GILSON, Headmaster of the Schools of King Edward VI. In Birmingham, King Edward's School, New Street, Birmingham.
4. FRANK FLETCHER, Master of Marlborough College, The Master's Lodge, Marlborough College, Wilts.
5. ARTHUR WILLIAM UPCOTT, Headmaster of Christ's Hospital, Headmaster's House, Christ's Hospital, West Horsham.
6. GERALD HENRY RENDALL, Headmaster of Charterhouse, Charterhouse, Godalming.
7. SYDNEY RHODES JAMES, Headmaster of Malvern College, The College, Malvern.

Dated this 4th day of February, 1909

Witness to the above signatures

WILLIAM AUGUSTUS EVANS
Of the Inner Temple Barrister-at-Law.
Secretary to the Headmasters' Conference,
12, King's Bench Walk, London, E.C.

THE COMPANIES ACTS 1985 TO 1989

COMPANY NOT FOR PROFIT AND LIMITED BY
GUARANTEE

Articles of Association

OF

**THE HEADMASTERS' AND
HEADMISTRESSES' CONFERENCE**

(Incorporated)

(adopted by Special Resolution passed on 2nd October 1996)

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 consistent with the subject or context:-

<i>Words</i>	<i>Meanings</i>
The Act	... The Companies Act 1985 and any statutory modification or re-enactment thereof from time to time in force.
The Statutes	... The Act and any other statute or statutory provision from time to time in force affecting the Conference.
These presents	... These Articles of association and the regulations of the Conference from time to time in force.
The Conference	... The above-named Conference.
The Committee	... The Committee of management for the time being of the Conference.
Office	... The registered office of the Conference.
Seal	... The common seal of the Conference.
Month	... Calendar Month.

<i>Words</i>	<i>Meanings</i>
In Writing	... Written, printed, or photocopied, or partly one and partly another and other modes of representing or reproducing words in a visible form.
Independent	... Any boys', girls' or co-educational school.
Secondary School	... providing education for pupils of secondary school age, which is administered by a representative or other governing body of a public character under a scheme or some other constitution or legal sanction and has a Head appointed by the governing body.

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 Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of members under Article 5 shall not exceed 300 and the number of members under Article 6 shall not exceed 30 or, under either Article, such other number as the Committee may from time to time determine.
3. The provisions of Sections 352 and 353 of the Act shall apply and in particular the Committee shall keep a Register in which shall be entered the name of every member of the Conference and his or her home address or any other address which he or she has requested in writing should be treated as his or her postal address.
4. The Conference is established for the purposes expressed in the Memorandum of Association, and its registered office shall be in Leicester.

MEMBERSHIP

5. (a) Heads of Independent Secondary Schools which are either:
 - (i) independent of financial aid from central or local government funds, or
 - (ii) in receipt of financial grants by direct payment from central government funds, but not controlled by a local authority and entitled to charge fees and determine expenditure are eligible to apply for membership of the Conference. In considering an application for membership the Committee shall have regard to the

scheme or other instrument under which the school is administered, with particular reference to the degree of independence of action reserved to the Governing Body and the professional independence and discretions assured to the Head. In considering applications the Committee shall also take into account the proportion of pupils in the school engaged in study beyond the level of the General Certificate of Secondary Education and the academic achievements of pupils in the school.

(b) Any Head applying for membership under this Article shall provide evidence that his or her school meets the standards determined by the Committee and, if required, shall permit a team appointed by the Membership Sub-Committee to inspect his or her school for this purpose. The costs of inspection shall be paid by the school.

(c) The schools of members appointed under this Article shall be inspected from time to time under procedures laid down by the Committee and the inspection fee and costs of inspection shall be paid by the school.

6. Heads of Secondary Schools other than those described in Article 5 above, that is to say, Heads of schools aided, controlled or maintained by Central Government or local education authorities, may be invited to apply to become Additional Members of the Conference when their contribution to education makes membership appropriate.

7. Heads of Independent Secondary Schools outside the United Kingdom and Republic of Ireland may apply to become International Members of the Conference when it has been established that their school is of suitable standing and their contribution to education makes such membership appropriate.

8. Application for membership of the Conference shall be made to the Membership Secretary of the Conference on a form to be obtained from the Membership Secretary and the Committee may elect an applicant as a member subject to the payment of his or her subscription for the current year within 14 days after notification.

9. (a) The annual subscription of each member shall be an amount to be decided by the Committee under the bye-laws provided in Article 53.

(b) The annual subscription shall be payable on 1st April of each year and any member who resigns his or her membership after that day shall nevertheless be deemed to be liable for the payment of his or her subscription for the current year.

(c) Any member who for two successive years shall have omitted to pay his or her annual subscription may be given notice of his or her default and of the consequent intention to terminate his or her membership and, if his or her subscription for the two years has not been paid within a month of the date of such notice, his or her membership shall be terminated accordingly.

(d) Any member who is in arrears in respect of his or her annual subscriptions shall not be entitled to vote at any meeting of the Conference or his or her Division or in any election, ballot or poll.

10. Members (other than International Members) are expected to attend regular meetings of the Conference or of their Division as defined in Article 17.

11. Any member (other than an International Member) who fails to attend any meeting of the Conference or of his or her Division for 12 consecutive months without express permission of the Committee, or any member who, or whose school, infringes any Code of Practice from time to time agreed by the Conference or acts in any other manner incompatible with membership shall be given written notice of the charge and invited to attend the meeting of the Membership Sub-Committee at which it is to be considered. If he or she attends that meeting full facilities for a fair hearing shall be accorded to him or her. If the Membership Sub-Committee by a majority of not less than two-thirds of those present at the meeting find the member guilty of the charge and that decision is confirmed by a similar majority at the next meeting of the Committee, the member shall be given written notice of the decision of the Committee and his or her membership shall be terminated 14 days after receipt of the notice unless within that period an appeal by the member in writing shall have been received by the Chairman of the Conference. If an appeal is received within that period the Chairman of the Conference shall forthwith appoint three Senior Members of the Conference, not being members of the Membership Sub-Committee nor members of the Committee present at the meeting of the Committee which confirmed the decision, to hear such appeal and they shall notify the Chairman and the appellant in writing of their decision within 14 days after the hearing of the appeal.

12. If the school of any member shall fail to maintain the standards or to comply with the inspection procedures laid down by the Committee and shall not carry out remedial action to the satisfaction of the Committee within a period determined by the Committee, his or her membership may be terminated.

13. It shall be in the discretion of the Committee at any time after the resignation or removal of any member from his or her membership to re-admit him or her provided he or she is then qualified.

14. Save as hereinafter provided any member of the Conference shall, ipso facto, cease to be a member of the Conference on vacating his or her Headship even though he or she should take office immediately as Head of another school. On appointment to a new Headship, he or she may apply for re-election to membership of the Conference if qualified under the terms of Article 5.

15. A member of the Conference on ceasing to be a Head may at the discretion of the Committee be elected an Honorary Associate Member. Honorary Associate Members shall not be members of the Conference for any of the purposes of its Memorandum and Articles of Association and shall not be included in the Register of Members. They shall be entitled to attend meetings of the Conference and of their Division, but not to vote thereat.

16. A member of the Conference whose school ceases to come within the terms of Article 5 may thereafter be enrolled as an Additional Member of the Conference under Article 6.

DIVISIONS

17. Members of the Conference (including EU Members but otherwise excluding International Members) and Honorary Associate Members shall be divided into Divisions to be determined from time to time by the Committee by reference to the geographical areas within which members' schools are situated.

GENERAL MEETINGS

18. The Annual General Meeting of the Conference shall be held in every year at such time and place as may be determined by the committee, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

19. The Committee may call an Extraordinary General Meeting whenever they think fit.

20. The Committee shall call an Extraordinary General Meeting whenever a requisition in writing signed by not less than one-tenth in number of the members of the Conference, and stating fully the objects of the meeting, shall be deposited at the office. A requisition may consist of several documents in like form each signed by one or more requisitionists.

21. If the Committee within fourteen days after the deposit of any such requisition do not issue notices calling a meeting in accordance therewith for a day not more than thirty days after such deposit, the requisitionists, or a majority of them, may themselves convene an Extraordinary General Meeting for the business described in the requisition, to be held at such place as they think fit.

22. The provisions of Articles 20 and 21 are in addition and without prejudice to section 368 of the Act.

23. Twenty-one days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such members of the Conference as are under the provisions of these presents entitled to receive notices from the Conference, but the accidental omission to give such notice to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceeding had, at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

24. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at the Annual General Meeting shall also be deemed special, with the exception of the consideration of accounts and the ordinary reports of the Committee and of the Auditors.

25. Any member entitled to be present and vote at a meeting of the Conference may submit any resolution provided that there shall be not less than 28 days intervening between the day appointed for the meeting and the day when he or she shall have served upon the Conference notice in writing signed by him or her containing the proposed resolution.

26. Upon receipt of any such notice as in the last preceding Article mentioned, the Secretary shall include in the notice of the meeting notice that such resolution will be proposed.

27. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be fifteen members personally present.

28. 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.

29. The Chairman of the Committee, with the consent of any meeting at which a quorum is present, may (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

30. The Chairman (if any) of the Committee shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he or she 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 Committee, or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some member of the Conference who shall be present to preside.

31. 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 demanded before or on the declaration of the result of a show of hands (a) by the Chairman of the meeting, or (b) by at least

three members present in person, or (c) by a member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman that a resolution is on a show of hands carried or carried unanimously or by a particular majority or lost and an entry to that effect made in the book containing the Minutes of the proceedings of the Conference shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.

32. If a poll be demanded in the 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. The votes shall be scrutinized and counted by scrutineers appointed by the Chairman of the meeting, who shall declare the result.

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

34. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.

35. 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 a poll has been demanded.

VOTES OF MEMBERS

36. Save as hereinafter provided, every member shall have one vote.

37. No person other than a member duly registered and who shall have paid every subscription which shall be due and payable to the Conference in respect of his or her membership shall be entitled to vote on any question at any General Meeting.

38. Votes shall be given personally and not by proxy.

COMMITTEE

39. The management of the affairs of the Conference shall be vested in the Committee consisting of the following persons:

- (a) The Chairman for the time being of the Conference
- (b) The Vice Chairman, being the immediate past Chairman
- (c) The Chairman Elect
- (d) The Honorary Treasurer

- (e) The Divisional Representatives
- (f) The Co-Opted Members

40. The members of the Conference (excluding Additional Members and International Members) shall elect:

- (a) in each year the Chairman Elect who shall serve on the Committee for three years, in the second year as Chairman and in the third year as Vice Chairman;
- (b) in every third year the Honorary Treasurer who shall serve on the Committee for three years and who shall be eligible for re-election for a further term of three years provided that no Honorary Treasurer may serve in such capacity for more than six consecutive years.

41. The Divisions of the Conference shall elect two Divisional Representatives. The Divisional Representative shall serve on the Committee for two years but shall be ineligible for re-election as Divisional Representatives in the year following the completion of their two years of service in such capacity.

42. The Chairman of the Academic Policy Sub-Committee, the Chairman of the Universities Sub-Committee and the Chairman of the Professional Development Sub-Committee shall be Co-opted Members of the Committee ex officio. The Committee may elect up to three additional Co-opted Members who shall serve on the Committee for one year but shall be eligible to be co-opted for up to two further years provided that no elected Co-opted Member may serve for more than three consecutive years. Nothing in this Article shall prevent a Co-opted Member from being elected to the Committee in another capacity for the year following that in which he ceases to be a Co-opted Member. Nominations for co-option shall be made at the final Committee Meeting of the academic year and Co-opted Members shall be elected at that meeting. In electing Co-opted Members the Committee shall have regard to the size and type of schools represented by the Divisional Representatives and shall endeavour to give representation to schools of such size and type as may appear to be insufficiently represented by such Divisional Representatives.

43. The period of service of each member of the Committee shall commence on the 1st September in the year of his or her election.

44. With the exception of Co-opted Members and any members of the Conference selected pursuant to Article 45 hereof to fill a casual vacancy on the Committee, all other members of the Committee shall have the right to participate in votes taken by the Committee. The right of the Co-opted Members shall be limited to attending and speaking at meetings of the Committee.

45. The Committee may at any time and from time to time in order to fill a casual vacancy caused by death, retirement, removal or incapacity or by virtue of the operation of article 56 in respect of any member of the Committee, co-opt a member of the Conference to take the place of the deceased, retired, removed or

incapacitated member to hold office for the remainder of the year within which the vacancy has arisen. The members of the Conference so selected shall have no right to participate in any vote taken by the Committee.

46. (1) Every member of the Conference entitled to vote within his or her Division or nationally for the election of members of the Committee shall have sent to him or her at his or her registered address appearing in the Register of members a voting paper which either lists the candidates at the election or is accompanied by a separate list of those candidates and shall be given a convenient opportunity to vote by post.

(2) The ballot shall be conducted so as to secure that so far as is reasonably practicable the members voting do so in secret.

(3) The result of the election shall be determined solely by counting the number of votes cast directly for each candidate (nothing in this Article being taken to prevent the Committee from determining that the system of voting shall be by way of single transferable vote).

(4) The votes shall be fairly and accurately counted (any inaccuracy in counting being disregarded for the purposes of this Article if it is accidental and on a scale which could not affect the result of the election).

47. Any member of the Committee shall cease to be a member thereof if he or she shall not have attended any Committee Meeting for a period of twelve months.

48. No remuneration or other benefit in money or money's worth shall be payable to, or receivable by, the members of the Committee, except as provided by the Memorandum of Association.

49. If written complaint is received from a member that actions contrary to the Memorandum and Articles of Association or Bye-laws of the Conference has been taken by the Conference or any of its officers or other officials, the complaint shall be laid before the Committee, which shall make or cause to be made, all necessary enquiries, and take such action as it shall determine. The complainant shall be notified in writing of the results of the Committee's enquiries and its determination thereon.

POWERS OF COMMITTEE

50. In addition to the powers and authorities by these Articles expressly conferred upon the Committee, they may exercise all such powers and do all such acts and things as may be exercised or done by the Conference in General Meeting, but subject nevertheless to all provisions of any Statute or of these Articles, and to any regulations from time to time made by the Conference in General Meeting, provided that no regulations so made shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

51. Subject to the provisions of Article 57 the continuing members of the Committee may act notwithstanding any vacancy in their body.

52. The Secretary shall be appointed by the Committee 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 provisions of the Act shall apply and be observed. The Secretary shall be responsible for conducting the business of the Conference in accordance with the Memorandum, Articles of Association and Bye-laws, with the decisions of the Committee and of an Annual General Meeting. The Committee may from time to time by resolution appoint or remove a Membership Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

53. The Committee may formulate bye-laws for the regulation of the business of the Conference and may from time to time vary and revoke the same and may substitute new bye-laws for those revoked, provided that no such bye-law shall amount to such an addition to or alteration of these Articles as could only legally be made by Special Resolution.

54. The seal of the conference shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least one member of the Committee and of the Secretary, and the said member 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 Conference, such signatures shall be conclusive of the fact that the Seal has been properly affixed.

55. All money, bills and notes belonging to the Conference shall be paid to or deposited with the Conference's bankers to an account in the name of the Conference. Cheques on the Conference's bankers, until otherwise from time to time resolved upon by the Committee, shall be signed by two of the following: the Honorary Treasurer, Secretary, Membership Secretary or one of the Secretariat, as set out in the HMC Finance Manual. The Conference's banking account shall be kept with such banker or bankers as the Committee shall from time to time determine.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

56. The office of a member of the Committee shall be vacated:-

- (a) If a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors.
- (b) If he or she be found lunatic or becomes of unsound mind.
- (c) If by notice in writing to the Conference he or she resigns his or her office.
- (d) If he or she ceases to be a member of the Conference.
- (e) If he or she shall receive any profit or benefit from the Conference other than such as is authorised by the Memorandum of Association.

- (f) If he or she shall not have attended any Committee meeting for twelve months.

Provided that until an entry of the vacating of office by a member of the Committee under one of the paragraphs of this Article shall be entered in the minutes of the Committee his or her acts as a member thereof shall be effectual.

PROCEEDINGS OF THE COMMITTEE

57. The Committee 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 four members of the Committee (other than Co-opted Members and members elected under Article 45) shall be a quorum. Questions arising at any meeting shall be decided by a majority of those members entitled to vote. Voting on any question shall be by a show of hands unless the Chairman orders a ballot, in which case he or she shall appoint two persons to scrutinize and count the votes, and he or she shall declare the results of the voting. In case of equality of votes the Chairman shall have a second or casting vote.

58. On the request of a member of the Committee, the Secretary shall, at any time, summon a meeting of the Committee by not less than one week's notice served upon the several members of the Committee. A member of the Committee who is absent abroad shall not be entitled to notice of a meeting.

59. A meeting of the members of the Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Conference for the time being vested in the Committee generally.

60. The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Conference as they think fit, and any sub-committee so formed shall conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable.

61. All acts bona fide done by any meeting of the Committee or of any sub-committee of the Conference, or by any person acting as a member of the Committee or any sub-committee 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 Committee or such sub-committee.

62. The Committee shall cause proper minutes to be made of the proceedings of all meetings of the Conference, the Committee and sub-committees of the Conference and of all business transacted at such meetings, and any such minute 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 conclusive evidence without any further proof of the facts therein stated.

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

ACCOUNTS

64. The Committee shall in accordance with Section 221 of the Act cause proper books of account to be kept:-

- (a) Of the assets and liabilities of the Conference.
- (b) Of the sums of money received and expended by the Conference and the matters in respect of which such receipts and expenditure took place.
- (c) Of all sales and purchases of goods by the Conference.

The books of account shall be kept at the Office, or at such other place or places as the Committee shall think fit.

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

66. Once at least in every year the Committee shall in accordance with the provisions of the Act lay before the Conference in General meeting an income and expenditure account for the period since the preceding accounting reference date, 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 Committee and the Auditors and copies of such account, balance sheet and reports and any other documents required by law to be annexed to or accompany the same shall not less than twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to all persons entitled to receive notice of General Meetings in accordance with the Act in the manner in which notices are hereinafter directed to be served.

AUDIT

67. Once at least in every year the accounts of the Conference shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more auditor or auditors.

68. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

69. A notice may be served by the Conference upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the Register of Members.

70. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Conference an address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address, but, save as aforesaid, no member other than a registered member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Conference.

71. Any summons, notice, order or other document required to be sent to or served upon the Conference, or upon any officer of the Conference, may be sent or served by leaving the same, or sending it through the post in a prepaid letter addressed to the Conference, or to such officer, at the Office.

72. Any notice sent by post shall be deemed to have been effectively served by properly addressing, pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which a letter would be delivered in the ordinary course of post.

73. Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall not be counted in such number of days or other period.

INDEMNITY

74. (A) Every Committee member or other officer or auditor of the Conference shall be indemnified out of the assets of the Conference against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto, including any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him or her by the Court and no Committee member or other officer or auditor of the Conference shall be liable for any loss, damage or misfortune which may happen to be incurred by the Conference in the execution of the duties of his or her office or in relation thereto; but this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

(B) The Committee shall have the power to purchase and maintain for any Committee member, other officer or auditor of the Conference insurance against such liability as is referred to in Section 310 (1) of the Act.

DISSOLUTION

75. Clause VIII of the Memorandum of Association of the Conference (relating to its winding up or dissolution) shall have effect as if the provisions thereof were repeated in these presents.

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