

THE COMPANIES ACTS 1985 & 1989

COMPANIES LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

RUDOLF STEINER SCHOOL KINGS LANGLEY LIMITED

Company No. 395056

ARTICLES OF ASSOCIATION

Amended by Special Resolution passed
on 23 February 2017

1. INTERPRETATION

1.1 In these Articles the following words and phrases have the meanings shown:

'the Act'	the Companies Act 1985
'AGM'	an annual general meeting of the Association
'these Articles'	these articles of association
'the Association'	the company governed by these Articles
'Chair'	the Chair of the Trustees
'charity trustee'	the meaning as prescribed by section 97(1) of the Charities Act 1993
'clear day'	24 hours from midnight following the relevant event
'Commission'	the Charity Commissioners for England and Wales
'EGM'	an extraordinary general meeting of the Association
'material interest'	an interest which actually or potentially either (a) has a financial value or (b) has some other personal advantage which the Trustees decide is material
'Member'	a member of the Association
'Membership'	membership of the Association (and criteria for determining specific categories of Membership are stated in Article 2.3 of these Articles)
'Memorandum'	the Association's memorandum of association
'month'	calendar month
'the Objects'	the Objects of the Association as defined in clause 3 of the Memorandum
'the School'	Rudolf Steiner School Kings Langley
'Secretary'	the Secretary of the Association
'the Trustees'	the directors of the Association
'written' or 'in writing'	a legible document on paper not including a fax message

1.2 In these Articles :

- 1.2.1 expressions defined in the Act have the same meaning
- 1.2.2 references to an Act of Parliament are to the Act as amended or reenacted and to any subordinate legislation made under it
- 1.2.3 where the context allows, words in the singular shall include the plural and vice versa
- 1.2.4 words denoting one gender shall include the other gender

2. MEMBERSHIP OF THE ASSOCIATION

2.1 The number of Members with which the Association is registered is 50 but the Trustees may from time to time register an increase of Members

2.2 Membership shall be divided into the following categories and the maximum proportion of the registered Membership which shall apply to each category shall be as shown below :

- 2.2.1 College Members : 40 per cent
- 2.2.2 Parent Members : 30 per cent
- 2.2.3 External Members : 30 per cent

2.3 The following criteria will determine eligibility for Membership :

2.3.1 College Membership: a College Member must :

- A. be nominated for College Membership by the School's College of Teachers and
- B. at the time of admission to Membership be an employee of the Association

2.3.2 Parent Membership: a Parent Member must at the time of admission to Membership be the parent or guardian or carer of a child who has attended the School for at least 2 years

2.3.3 External Membership is open to any person who is not eligible to be a College Member or a Parent Member

2.4 Subject to eligibility under Article 2.3, Membership is open to any individual interested in promoting the Objects who :

- 2.4.1 applies to the Secretary in the form required by the Trustees
- 2.4.2 fully supports the Objects and can demonstrate to the satisfaction of the Trustees (or any committee established under Article 6.4 for this purpose):
 - A. a basic knowledge of Anthroposophy
 - B. support for the ethos of the School

- C. an understanding of the nature of education corresponding to the indications given by Rudolf Steiner concerning child development and to the functioning of a Steiner Waldorf school
- D. agreement that decisions should be reached in a spirit of consensus if possible

2.4.3 is approved by the Trustees (who may refuse an application without giving reason) and

2.4.4 signs the Register of Members or consents in writing to become a Member

2.5 Membership shall be for such term as the Trustees may specify on admission to Membership or, if the Trustees do not specify a term, then for 5 years. At the end of a term of Membership, a Member may apply for readmission

2.6 Membership is terminated :

2.6.1 at the end of a term of Membership as referred to in Article 2.5 or

2.6.2 if the Member concerned gives written notice of resignation to the Company or dies or

2.6.3 in the case of a College Member : immediately on either :

A. ceasing to be employed by the Association or

B. the Trustees receiving written notice from the School's College of Teachers withdrawing its nomination of the College Member concerned

2.6.4 in the case of a Parent Member : immediately when there is no longer a child attending the School of whom the Member is the parent or guardian or carer (provided that if the Parent Member is at the time serving as a Trustee their Membership shall continue until the end of their term of office as Trustee)

2.6.5 is removed from Membership by resolution of not less than two-thirds of the Trustees on the ground that the Member's continued Membership is harmful to the Association or to the School (but only after notifying the Member concerned in writing and considering the matter in the light of any written or oral representations which the Member may put forward for consideration by the Trustees).

2.7 Membership is not transferable

3. GENERAL MEETINGS

3.1 All Members are entitled to attend general meetings of the Association which are called on at least 21 clear days written notice specifying the business to be discussed

3.2 There is a quorum at a general meeting if the number of Members present is at least three

3.3 The Chair or (if the Chair is unable or unwilling to do so) some other Member elected by those present shall preside at a general meeting

3.4 Every Member has one vote on each issue and may vote as follows :

3.4.1 in person at a meeting; or

3.4.2 by post in accordance with any procedure set for this purpose by the Trustees; or

3.4.3 by proxy in accordance with Article 3.5

3.5 An instrument appointing a person to be a proxy shall be signed by the Member and shall be in the following form (or in a form which the Trustees may approve) -

"To : Rudolf Steiner School Kings Langley:

I of

being a Member of the above company, hereby appoint

..... of, or failing him/her,

..... of

as my proxy to vote on my behalf at the Annual / Extraordinary General Meeting of the Company to be held on, and at any adjournment of that meeting.

Signed..... Date"

The Member may include in the instrument appointing the proxy an instruction to vote for or against any specific resolution which may be voted upon at the meeting, but unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified in a way approved by the Trustees must be delivered to the Chair or Secretary before the time of commencement of the meeting as stated in the notice of the meeting, and any instrument of proxy which is not delivered before that time shall be invalid.

3.6 The Association must hold an AGM in every year at which the Members:

3.6.1 receive the accounts of the Association for the previous financial year

3.6.2 receive the Trustees' report on the Association's activities in the previous financial year

3.6.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation

3.6.4 elect persons to be Trustees to fill the vacancies arising

3.6.5 appoint auditors for the Association

3.6.6 discuss and determine any issues of policy or deal with any other business which has been included in the agenda for the meeting following a written

- request from at least 5 members received by the Secretary not less than 28 days before the meeting
- 3.6.7 discuss and determine any other issues of policy or deal with any other business which a majority of members present at the meeting agree to be discussed at the meeting
- 3.7 Any general meeting which is not an AGM is an EGM
- 3.8 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 5 Members

4. THE TRUSTEES

- 4.1 The Trustees shall have control of the property and affairs of the Association
- 4.2 The Trustees when complete shall consist of 12 individuals divided into the following categories :
- 4.2.1 3 shall be College Members and shall be elected by the College Members (“the College Trustees”)
 - 4.2.2 3 shall be Parent Members and shall be elected by the Parent Members (“the Parent Trustees”) and
 - 4.2.3 the remaining 6 shall be External Members and shall be elected by the Membership as a whole (“the External Trustees”)
- 4.3 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Association before he or she is eligible to vote at any meeting of the Trustees
- 4.4 One College Trustee, one Parent Trustee, and one External Trustee must retire at each AGM, those longest in office in each category retiring first and the choice between any of equal service being made by drawing lots. A Trustee retiring under this Article may stand for re-election.
- 4.5 A Trustee’s term of office automatically terminates if he or she:
- 4.5.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 4.5.2 ceases to be a Member of the Association
 - 4.5.3 is absent from three consecutive meetings of the Trustees (unless the Trustees resolve at the third of those meetings that the Trustee’s term of office shall not be terminated)
 - 4.5.4 resigns by written notice to the Trustees (but only if after the resignation at least two Trustees will remain in office)
 - 4.5.5 is removed by resolution passed by at least seventy-five per cent of the members present and voting at a general meeting after the meeting has invited the

views of the Trustee concerned and considered the matter in the light of any such views

4.6 The Trustees may at any time co-opt any eligible Member to fill a vacancy on the Trustees but a co-opted Trustee holds office only until the next AGM

4.7 A technical defect in the appointment of a Trustee of which the Trustees is unaware at the time does not invalidate decisions taken at a meeting

5. PROCEEDINGS OF THE TRUSTEES

5.1 The Trustees must hold at least 3 meetings each year

5.2 A quorum at a meeting of the Trustees is 3 Trustees

5.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants

5.4 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees who are present shall preside at each meeting

5.5 Whenever a Trustee has a material interest in a matter to be discussed at a meeting of the Trustees (or of a committee established under Article 6.4) the Trustee concerned must :

5.5.1 declare an interest as soon as soon as his or her actual or potential interest becomes apparent

5.5.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information

5.5.3 not be counted in the quorum for that part of the meeting

5.5.4 withdraw during the vote and have no vote on the matter

5.6 Every issue may be decided by a simple majority of the votes cast at a meeting but a written resolution signed by all of the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)

5.7 Every Trustee has one vote on each issue

5.8 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

6. POWERS OF THE TRUSTEES

The Trustees have the following powers :

- 6.1 to exercise all of the powers of the Association as set out in Clause 3 of the Memorandum
- 6.2 to appoint any person to act as Secretary to the Association in accordance with the Act
- 6.3 to appoint a Chair, a Treasurer and other honorary officers from among their number
- 6.4 to delegate any of their functions and powers to committees consisting of 2 or more individuals appointed by them but so that :
 - 6.4.1 the Trustees must confirm in writing the terms of reference of any such committee;
and
 - 6.4.2 the Trustees shall be responsible for ensuring that any such Committee reports to them promptly and the Trustees shall monitor the proper exercise of any powers delegated to a Committee
- 6.5 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings of the Members
- 6.6 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at meetings of the Trustees and at meetings of committees
- 6.7 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Association and the use of its seal (if any)

7. RECORDS & ACCOUNTS

- 7.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 7.1.1 annual reports
 - 7.1.2 annual returns
 - 7.1.3 annual statements of account
- 7.2 The Trustees must keep proper records of
 - 7.2.1 all proceedings at general meetings
 - 7.2.2 all proceedings at meetings of the Trustees
 - 7.2.3 all reports of committees and
 - 7.2.4 all professional advice obtained

7.3 Accounting records relating to the Association must be made available for inspection by any Trustee at any reasonable time during normal office hours and must be made available for inspection by a Member who is not a Trustee at reasonable times within 21 days of receiving notice from the Member

7.4 A copy of the Association's latest available statement of account must be supplied on request to any Trustee or any Member of the Association, or to any other person who makes a written request and pays the Association's reasonable costs, within one month

8. NOTICES

8.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or may be published in any publication distributed by the Association

8.2 The only address at which a Member is entitled to receive notices is the address shown in the register of Members and the Trustees shall ensure that any written notification of change of address received from a Member shall be promptly recorded in the register of Members

8.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

8.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address; or

8.3.2 two clear days after being sent by first class post to that address; or

8.3.3 three clear days after being sent by second class or overseas post to that address; or

8.3.4 on being handed to the Member personally; or, if earlier,

8.3.5 as soon as the Member acknowledges actual receipt

8.4 A technical defect in the giving of notice of which the Secretary and the Trustees are unaware at the time does not invalidate decisions taken at a meeting

9. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Association take effect as though repeated here

Footnote: Ref. Clause 2.1 “On Thursday 6th October 2016, the Trustees increased the number of Members from 50 to 100.”