

WEDNESDAY



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24/08/2011

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COMPANIES HOUSE

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1. The name of the Company (hereinafter called "the Association") is "MICHAEL HOUSE ASSOCIATION LIMITED".
- 2 The Registered office of the Association will be situated in England
3. The objects for which the Association is established are -
 - a) To acquire and take over all the undertaking, property and assets and all the debts (whether secured or unsecured) liabilities and engagements of Michael House School at present being carried on by the Subscribers to the Memorandum of Association at Heanor Road, Ilkeston in the County of Derby with the permission of the Trustees of a Settlement dated the 10th day of February 1930 and made between Editb Brenda Lewis of the one part and Alice May Binnie, Edith Brenda Binnie (now Biermann') Effie Grace Wilson and May Grace Jane Unwin (therein described as May Unwin) of the other part and to indemnify the said Trustees against all such debts liabilities and engagements.
 - b) To provide for and conduct the education of children in accordance with the principles and methods enunciated by Rudolf Steiner.
 - c) To establish and carry on whether in accordance with the said principles and methods otherwise, public or private schools or colleges for the teaching, instruction assistance or advice 'of the young and persons of all ages and for the training of teachers, whether such teachers and persons are connected with the Association or not, and to provide for the holding of classes for students and others, and to engage teachers, lecturers and all other persons (whether paid or honorary) for the said purposes or any of them
 - d) To promote and carry on meetings, study groups, conferences, lectures, concerts, displays, exhibitions and musical and dramatic performances and by the circulation of information to invite and encourage interest in and support of the Association and public interest in and concerning the educational and other teachings of Rudlof Steiner.
 - e) To print, publish and circulate any periodicals or pamphlets upon, or in relation to any of the objects of the Association.
 - f) To charge and receive fees or payments or to carry on the foregoing activities or any of them at a nominal charge or free of charge

- g) To take subscriptions, donations and gifts of property, whether subject to any special trust or not for any one or more of the objects of the Association**
- h) Subject to the provisions of section 14 of the companies act 1948, to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects and to construct, maintain or convenient for the work of the Association**
- i) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the association as may be thought expedient with a view to the promotion of its objects**
- j) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects**
- k) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.**
- l) To invest the money of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject to representing property subject to jurisdiction of the Charity Commissioners or Ministry of Education shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.**
- m) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.**

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

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required, and as regards any such property the Council of Management or Governing Body 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 Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery division, the

Charity Commissioners or the Ministry of Education over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law, having regards to such trusts

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

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for services actually rendered to the Association, nor prevent the payment of interest at the rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association, but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees (except employment by the Association as a school Teacher or Secretary of the Association at a reasonable and proper rate of remuneration and that the total remuneration of Council Members so employed as School Teachers shall not at any time exceed the total remuneration to which they would be entitled under the Burnham scale or any similar statutory regulation affecting the remuneration of state-employed teachers which may be from time to time) and that (except as aforesaid) no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Council or Governing body, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association, provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water cable or telephone company of which a member of the Council of Management 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

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 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 One Pound

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, same shall not be paid to or distributed among Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under virtue of clause 4 hereof, such institution or institutions to be determined by the members of the association at or before the time of the dissolution, or in default thereof by the Rudolf Steiner Association Limited, or in default thereof by a Judge of the High Court of Justice having Jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object

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

**THE COMPANIES ACT, 1948.
LIMITED BY GUARANTEE AND NOT SHARE CAPITAL
Revised 21st July 2011**

ARTICLES- of - MICHAEL HOUSE ASSOCIATION LIMITED.

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, 1948

These Presents

These articles of Association and the regulations of the Association from time to time in force

The Association

The above-named Association

The Council

The Council of Management for the time being of the Association

, Office

The registered office of the Association

Seal

The Common Seal of the Association

Month

Calendar Month

In writing

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

Any words importing the singular number only shall include the plural and vice versa

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

Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these presents

2, The number of the Members with which the Association proposes to be registered is twenty-five, but the Council may from time to time register an increase of members

3 The provisions of Section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member

4 The Association is established for the purposes expressed in the Memorandum of Association

5 The Subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions herein, after contained shall be Members of the Association

6 In addition to the members, the Council shall if it thinks fit be empowered to recognise a separate class of Associate Members The qualification of an Associate Member shall be a written request to the Council for Association Membership followed by the payment of an annual subscription of £1 1 0 Associate Members shall not be entitled to attend (except by invitation of the Council) or to vote at any meeting

7 No person shall be admitted a member unless he is first approved by the Council and the Council shall have full discretion as to such admission

8 Where any person desires to be admitted to membership he must sign and deliver to the Association an application framed in such terms as the Council shall require

9 Every Member shall be bound to further to the best of his ability the objects, interests and influence of the Association Any Member, the continuance of whose membership is deemed 'to be prejudicial to the interests of the Association, may be excluded from the Association by resolution of a majority of at least three-fourths of the Members of the Council present and voting at a Special Council meeting at which not less than three-fourths of the total members of the council for the time being shall be present

GENERAL MEETINGS.

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

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

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

13, The Council may call an Extraordinary Meeting whenever they think fit and Extraordinary Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act

14 Twenty -one days' notice at the least (exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day for which the notice is given), specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business, shall be given in manner herein-after mentioned to such persons as are under these presents entitled to receive such notices from the Association, but with the consent of all the members entitled to receive notices thereof, a meeting may be convened by such notice and in such manner as those members may think fit The accidental omission to give notice of a meeting to or the non-receipt of such notice by any member shall not invalidate any resolution passed, or proceeding had, at any meeting

PROCEEDINGS AT GENERAL MEETINGS.

15 All business shall be deemed special that is that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Council and of the Auditors, the election of Members of the Council and the fixing of the remuneration of the Auditors

16, No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business Save as herein otherwise provided the quorum shall be five members personally present

17 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 the 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

18 The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if 'there be no such Chairman', or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside

19 With the consent of any meeting at which a quorum is present, the chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than business, which might have been transacted at the meeting from which the adjournment took place Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting

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

21 If a poll be demanded in manner aforesaid, it shall be taken forthwith 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

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

VOTES OF MEMBERS

23 Subject as hereinafter provided, every member shall have one vote and no person other than a member duly registered shall be entitled to be present or to vote on any question at any General Meeting

COUNCIL OF MANAGEMENT

24 Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than three nor more than fifteen

25 The first members of the Council shall be the Subscribers to the Memorandum and Articles of Association Thereafter the constitution of the Council shall be determined by the Association in General Meeting as hereinafter provided

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

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

POWERS AND CONSTITUTION OF 'THE COUNCIL

28 The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, Establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by these presents required to be exercised 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 inconsistent with aforesaid regulations or provisions, as may be prescribed by Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made

29 'The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of filling the vacancies in their body, or of summoning a general meeting, but not for any other purpose

30 The Council shall from time to time by resolution appoint a Secretary of the Association and Sections 177 and 179 of the Act shall apply and be observed The Council may also from time to time appoint any member of the Association to be the Honorary Treasurer of the Association and may in like manner terminate such appointment or appoint a temporary substitute so appointed shall for all the purposes of these presents be deemed for the term of his appointment to be the Honorary Treasurer

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

32 Cheques on the Association's Bankers, until otherwise from time to time resolved upon by the council shall be signed by any Member or Members of the Council appointed from time to time by resolution of the council to sign Cheques The banking account of the Association shall be kept with such banker or bankers as the Council shall from time to time determine

33 In addition to and without prejudice to the provisions of section 184 of the Act, the Association may by Ordinary Resolution appoint any member of the Council and may remove any member of the Council by resolution of a majority of at least three fourths of the members of the Association present and Voting at an Extraordinary Meeting at which not less than three-fourths of the total members of the Association for the time being shall be present, provided that as a result of their doing so the number of the members of the Council remain within the limits authorised by these presents or by the Association hereinafter provided

34 No person not being a member of the Council retiring at the meeting under Article 26 of these presents, shall, unless recommended by the Council for election, be eligible for office on the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected The prescribed time above mentioned shall be such that, between the date when notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven nor more than twenty-eight intervening days

35 The Association may from time to time in General Meeting increase or decrease the number of members of the Council, and determine in what rotation (if any) such increased or reduced number shall go out of office, and may at the same meeting or at any subsequent one make the appointments necessary for effecting any such increase

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 36 The office of a member OF the Council shall be vacated -
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - (B) If he become of unsound mind
 - (C) If he ceases to be a member of Association
 - (D) If by notice in writing to the Association he resigns his office.
 - (E) If he ceases to hold office-by virtue of any provision of the Act

PROCEEDINGS' OF THE COUNCIL.

37 The Council may meet together for the dispatch of 'business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes In case, of an equality of votes the Chairman shall have a second or casting vote

38 On the request of a member of the Council the Secretary shall, at any time summon a meeting of the Council by notice served upon the several members of the Council A member of the Council who is absent abroad may be given but shall not be entitled to notice of a meeting

39 The Council shall from time to time elect a Chairman who shall preside at all meetings of the Council 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 a meeting, the members' of the Council present shall choose, some one of their number to be Chairman of the meeting

40 A meeting of the Council 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 Council generally.

41 The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit and any committee so appointed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the council 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 Council so far as applicable and as far as the same shall not be superseded by any regulations made by the Council as aforesaid Subject as aforesaid any such Committee may regulate its procedure as the members thereof shall think fit

42 All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council, 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 Council

43 The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Council and all business transacted at such meetings, and any such minutes of any meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated

44 A resolution in writing signed by all the members for the time being of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and constituted

ACCOUNTS.

45 The Council Shall cause proper books of account to be kept in accordance with the requirements of section 147 of the Act with respect to -

(A) All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place,

(B) All sales and purchases of goods by the Association; and

(C) The assets and liabilities of the Association

46 The books of account shall be kept at the office or (subject to section 147 (3) of the Act) at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council

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

48 Once at least in every year the Council shall lay before the Association in General Meeting an income and expenditure account for the period since the last preceding account or in the case of the first account since the incorporation of the Association made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same

date Every such balance sheet, shall be accompanied by a report of the Council and a report of the Auditors and a copy of such account, balance sheet and reports shall not less than twenty-one days before the date of the meeting be sent to all persons entitled to receive notices of General meetings in the manner in which notices are hereinafter directed to be served

AUDIT.

49 Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 (inclusive) of the Act, the Members of the Council being treated as the Directors mentioned in those Sections

NOTICES.

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

51 Any notice, if serve 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 is 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.

