

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

WILTSHIRE RURAL MUSIC SCHOOL LIMITED

**Articles of Association amended
at the Wiltshire Rural Music School Limited
Annual General Meeting dated 17th July 2014 - Minute 11**

No. 835252

(Copy)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that WILTSHIRE RURAL MUSIC SCHOOL LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is LIMITED.

GIVEN under my hand at London this Twenty-Fifth day of January One thousand nine hundred and sixty-five.

L. S. WHITFIELD,

Assistant Registrar of Companies.

THE COMPANIES ACT, 1948.

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A SHARE CAPITAL.

MEMORANDUM OF ASSOCIATION

OF

WILTSHIRE RURAL MUSIC SCHOOL LIMITED.

1. The name of the company {hereinafter called "the School") is "WILTSHIRE RURAL MUSIC SCHOOL LIMITED".
2. The Registered Office of the company will be situate in England.
3. The objects for which the School is established are:-
 - (a) To take over the whole or any part which may be lawfully acquired by the School of the property and effects belonging to or subscribed or used for the purposes of the existing Wiltshire Rural Music School, whose offices are at 113, Gloucester Road, Trowbridge, Wiltshire, and to undertake all or any of the liabilities of that School.
 - (b) To take over and continue the work hitherto carried on by the Wiltshire Rural Music School; to provide an organisation for the teaching of music and music centres for students of all ages living in the villages and towns of Wiltshire; to promote the education of the public by presenting and performing musical works of a high class or by assisting or encouraging the presentation of such works in any such villages or towns, to promote the study and practice of music, specially in its social and co-operative forms among students of all ages. .
 - (c) To conduct negotiations and discussions with any government, local or municipal or other authorities on any matters affecting the study and practice of music in Wiltshire and counties adjoining.
 - (d) To arrange for the training of Directors, Teachers and other officers as may be required.
 - (e) To undertake and execute any charitable trusts established or constituted wholly or partially for promoting the study and practice of music, and generally any other trusts of any description considered by the School to be necessary for its objects, and to establish and superintend, administer and contribute to any charitable funds established for the like purpose.

- (f) To undertake and carry out propaganda work for making known the objects of the School, and obtaining funds for carrying out such objects.
- (g) To print and publish, either gratuitously or by way of sale, any newspapers, periodicals, books or leaflets which may be necessary for the promotion of any of the objects of the School.
- (h) To employ and pay or contribute to the employment and payment of competent persons to deliver lectures or hold training or other classes or give instructions in connection with the objects of the School.
- (i) To purchase, take on lease, or in exchange, hire, or otherwise acquire, any estate or interest in any real or personal property, the acquisition of which may be deemed necessary or expedient with a view to the promotion of the objects of the School.
- (j) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise, deal with all or any of the property and rights of the School as may be deemed expedient with a view to the promotion of its objects.
- (k) To pay out of the funds of the School all expenses of, or incidental to, the formation, registration and advertising of the School.
- (l) To amalgamate with any School having objects similar to those of this School, and which is precluded by its Constitution from distributing its income and property amongst its members to an extent at least as is imposed on the School by Clause 4 hereof.
- (m) To subscribe or guarantee money for any charitable purpose which may further the interests of the School.
- (n) To establish and support or to aid in the establishment and support of any superannuation fund or fund of a like nature calculated to benefit persons (not being members) employed by the School.
- (o) To invest the moneys of the School not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (p) To do all such other things as are incidental to, or necessary for the attainment of the above objects or any of them. Provided that:-
 - (i) In case the School shall take or hold any property which may be subject to any trusts, the School shall only deal

with or invest the same in such manner as allowed by law, having regard to such trusts.

- (ii) The School 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 School would make it a Trade Union.
 - (iii) In case the School shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the School 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 Council of Management or Governing Body of the School 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 Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the School shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister 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 School were not incorporated.
4. The income and property of the School, whencesoever derived, shall be applied solely towards the promotion of the objects of the School 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 School. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the School, or to any member of the School, in return for any services actually rendered to the School, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the School; but so that no member of the Council of Management or Governing Body of the School shall be appointed to any salaried office of the School or any office of the School paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the School to any member of such Council of Management 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 School; provided that the provision

last aforesaid shall not apply to any payment to any Company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The Liability of the members is limited.
6. Every member of the School undertakes to contribute to the assets of the School 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 School 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 Ten Shillings.
7. If upon the winding up or dissolution of the School 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 School, but shall be given or transferred to some charitable institution or institutions having objects similar to the objects of the School, 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 School under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the School 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.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Ada Ethel Hughes,
10, Westbourne Rd.,
Trowbridge.
(Housewife).

Ethel Constance Tetley,
Langham House,
Rode.
Married Woman.

Walter Kendall Stanton,
Barley Close,
Kingston Deverill,
Warminster, Wilts.
Retired Professor of Music.

Cecilia Mary Codrington,
Roche Court,
Winterslow,
Salisbury.
Married Woman.

Christopher Hugh Dearnley,
5 The Close,
Salisbury.
Cathedral Organist.

Jeane Petherick,
57A The Close,
Salisbury, Wilts.
Widow.

William Euart Stevens,
30 Marshfield Road,
Chippenham, Wilts.
Retired.

Dated this 4th day of January, 1965.

Witness to the above Signatures:-

Jean Mary Horsfall, 22 Springfield Park, Trowbridge, Wilts.
Musician and Headmistress of the Wiltshire Rural Music School

THE COMPANIES ACT, 1948.

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A SHARE CAPITAL.

ARTICLES OF ASSOCIATION

OF

WILTSHIRE RURAL MUSIC SCHOOL 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 -

<u>WORDS</u>	<u>MEANINGS</u>
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 School	The above named Company.
The Council.....	The Governing council for the time being of the Association.
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 modes representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and visa 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 School shall, if not inconsistent with the subject or context, bear the same meanings -in these presents.

2. Deleted.

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

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

5. The Members of the School shall be the subscribers to the Memorandum of Association and such of the persons appointed to be the first President, Vice Presidents, Honorary Treasurer and Members of the Council as (not having subscribed the Memorandum of Association) shall before accepting those offices sign written agreements to become Members and such other persons as the Council shall admit to membership from time to time.

6. No person shall be admitted a Member of the School unless: -

(a) He is first approved by the Council, and the Council shall have full discretion as to the admission of any person to membership of the School.

(b) He shall have sent to the School, a written request for admission as a Member, or a written consent to become a Member.

7. The privileges of a Member shall not be transferable, and his membership shall cease on his death, bankruptcy or conviction of an indictable offence.

8. A Member may at any time resign his membership by giving not less than one month's notice in writing to the School.

A Member shall ipso facto cease to be a Member of the School if, at a meeting of the Council specially convened for the purpose at which not less than two-thirds of all the Members of the Council are present, and after the Member has been given a proper opportunity, of attending the meeting and being heard, a resolution be passed by a majority of not less than three-fourths of those present to the effect that it is not in the interests of the School that he continue a Member of the School.

GENERAL MEETINGS.

10. The School 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 Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the School 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 Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the School; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings a meeting may be convened by such notice as those members may think fit.

14. 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.

15. 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 Council and of the Auditors, the election of the President, the Vice President the Honorary Treasurer and members of the Council in the place of those retiring, and the appointment of 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 seven members personally present shall be a quorum.

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 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 Council may determine, 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 President (if any) of the School shall preside as Chairman at every General Meeting, but if there be no such President, 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 School who shall be present to preside.

19. 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.

20. 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 three members present in person or by a member or members present in person and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, 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 School shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, 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

may be by postal ballot, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

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

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

VOTES OF MEMBERS.

25. Subject as hereinafter provided, every member shall have one vote.

26. Save as herein expressly provided, no member other than a member duly registered, shall be entitled to vote on any questions at any General Meeting.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

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

PRESIDENT.

28. There shall be a President of the School, who shall be elected annually from amongst the Members of the School at the Annual General Meeting of the School and subject to Articles 40 and 46 shall hold office until the close of the next Annual General Meeting, when he shall retire, but be eligible for re-election. Any casual vacancy in the office of President may be filled up by the Council, but the person appointed shall only hold office until the next following Annual General Meeting, when he shall retire but shall be eligible for re-election. The President shall be ex officio a Member of the Council.

The first President of the School shall be Antony Hopkins and he shall retire but be eligible for re-election at the first Annual General Meeting of the School.

No person other than a retiring President shall, unless recommended by the Council for election [be](#), eligible for election

to the office of President at any Annual General Meeting, unless such notice of the intention to propose such person for election and of his willingness to act shall have been given as is herein-after required in the case of the proposal of persons not recommended by the Council for election to the Council.

VICE-PRESIDENTS.

29. There may be one or more Vice-Presidents of the School. All Vice-Presidents shall be elected by the School at an Annual General Meeting from amongst its members, in recognition of past services to the School. Subject to Articles 40 and 46 they shall remain Vice-Presidents for life or until they register a wish to resign.

No person shall unless recommended by the Council for election, eligible for election to the office of Vice-President at any General Meeting, unless such notice of intention to propose such person for election and his willingness to act shall have been given as in hereafter required in the case of the proposal of persons not recommended by the Council for election to the Council.

HONORARY TREASURER

30. There shall be an Honorary Treasurer of the School, who shall be elected annually from amongst the Members of the School and subject to Articles 40 and 46 shall "hold office until the close of the next Annual General Meeting, when he shall retire, but be eligible for re-election. Any casual vacancy in the office of Treasurer may be filled up by the Council, but the person appointed shall only hold office until the next following Annual General Meeting, when he shall retire but shall be eligible for re-election. The Honorary Treasurer shall be ex officio a Member of the Council.

The first Honorary Treasurer of the School shall be Ada Ethel Hughes and she shall retire but be eligible for re-election, at the first Annual General Meeting of the School.

No person other than a retiring Treasurer shall, unless recommended by the Council for election, be eligible for election to the office of Treasurer at any Annual General Meeting, unless such notice of the intention to propose such person for election and of his willingness to act shall have been given as is hereinafter required in the case of the proposal of persons not recommended by the Council for election to the Council.

THE GOVERNING COUNCIL.

31. The Governing Council of the School shall consist of the following ex officio Members, namely the President, Honorary Treasurer, and nominees of the Wiltshire County Council and unless and until otherwise determined by the School in General Meeting, of not less than twelve nor more than forty other Members of the School. Save as herein otherwise provided, the first Members of the Council shall be the persons appointed in writing by a majority of the subscribers to the Memorandum of Association, or such of them as shall accept office and are or shall become Members of the School as provided by Article 5, and their number shall be within the limit above mentioned.

31a. The Charity shall indemnify a relevant Governing Council Member against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006. In this Article a 'relevant Governing Council Member' means any relevant Governing Council Member or former relevant Governing Council Member of the charity.

32. The Wiltshire County Council shall have power at any time and from time to time to appoint three persons being members of the School, to be Members of the Governing Council of the School as its nominees and may from time to time remove or dismiss such persons from office and appoint another in their place. Any such appointment or removal or dismissal shall be made by an instrument in writing under the hand of the Clerk of the Wiltshire County Council and shall be addressed to the Secretary of the School at its Registered Office. The persons appointed by the Wiltshire County Council shall not be subject to retirement by rotation under Articles 41 and 42, or be taken into account in determining the number to retire or the rotation of retirement of the Members of the Governing Council.

33. A person otherwise eligible, and not excluded by the provisions of any other clause in the Articles, may be appointed a Member of the Council in the manner provided in the Articles, notwithstanding that he is over seventy years of age at the time of his appointment as a Member of the Council; and subject to any other provision in the Articles a member of the Council may continue to hold office as a Member of the Council notwithstanding that he has reached the age of seventy, and no Member of the Council shall retire at the conclusion of the first Annual General Meeting after he has reached the age of seventy or at any other time merely because he has reached the age of seventy or any other age. The provisions of Section 185 of the Act shall not apply to the School at any time whether or not at that time the School is by statute exempted from those provisions.

34. The Council may from time to time and at any time appoint any member of the School 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 Annual General Meeting, but he shall then be eligible for re-election.

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

POWERS OF THE COUNCIL.

36. The business of the School 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 School as they think fit, and may exercise all such powers of the School, and do on behalf of the School all such acts as may be exercised and done by the School, and as are not by statute or by these presents required to be exercised or done by the School in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the School, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the School in General Meeting, but no regulation made by the School in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

37. 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 or 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 admitting persons to membership of the School, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

37a. The Governing Council may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

The bye laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
- (a) the procedure at general meetings and meetings of the Governing Council in so far as such procedure is not regulated by the Companies Acts or by the articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

The Governing Council has the power to alter, add to or repeal the rules or bye laws.

The Governing Council must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the articles.

SECRETARY.

38. The Secretary shall be appointed by the Council 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 sections 177 and 179 of the Act shall apply and be observed. The Council 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 or no Secretary capable of acting.

THE SEAL.

39. The seal of the School 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 person bona fide dealing with the School such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

40. 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 becomes of unsound mind.
- (C) If he ceases to be a member of the School.
- (D) If by notice in writing to the School he resigns his office.
- (D) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (E) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL.

41. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council 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. A Member of the Council retiring at a Meeting shall retain office until the close of the Meeting. The retiring President, and Honorary Treasurer shall not be taken into account in determining the number to retire, or the rotation of retirement of the Members of the Council.

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

43. The School may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, 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 member shall have been put to the meeting and lost.

44. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of 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 and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

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

46. In addition and without prejudice to the provisions of section 184 of the Act, the School may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member "in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed. The President, and Honorary Treasurer shall be liable to vacate office and be subject to removal under Articles 40 and 46, and if they shall so vacate office or be so removed as members of the Council they shall ipso facto cease to hold their respective offices.

PROCEEDINGS OF THE COUNCIL.

47. 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, five 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.

48. A member of the Council may, and 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 from the United Kingdom shall not be entitled to notice of a meeting.

49. The Council shall from time to time elect a Chairman who shall be entitled to 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 the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

50. 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 School for the time being vested in the Council generally.

51. 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 formed shall, in the exercise 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 so far as the same shall not be superseded by any regulations made by the Council. Unless expressly otherwise resolved by the Council a Committee shall have power to co-opt other persons being members of the Council or of the School to be members of the Committee.

51(a). The President, Chairman of the Council and Honorary Treasurer shall be ex-officio members of all committees.

52. 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 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 member of the Council.

53. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the School and of the Council and of committees of the Council, 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.

54. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS.

55. The Council shall cause proper books of account to be kept with respect to -

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

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

56. 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.

57. The Council 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 School or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a "member of the Council") shall have any right of inspecting any account or book or document of the School except as conferred by statute or authorised by the Council or by the School in General Meeting.

58. At the Annual General Meeting in every year the Council shall lay before the School 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 School) made up to a date not more than four 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 Council 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 section 158 (1)(c) 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 section 162 of the Act.

AUDIT.

59. Once at least in every year the accounts of the School shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

60. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES.

61. A notice may be served by the School 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.

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

63. 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.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Ada Ethel Huges,
10, Westbourne Rd.,
Trowbridge.
(Housewife).

Ethel Constance Tetley,
Langham House, Rode.
Married Woman.

Walter Kendall Stanton,
Barley Close,
Kingston Deverill,
Warminster, Wilts.
Retired Professor of Music.

Cecilia Mary Codrington,
Roche Court,
Winter slow,
Salisbury.
Married Woman.

Christopher Hugh Dearnley,
5 The Close,
Salisbury.
Cathedral Organist.

Jeane Petherick,
57A The Close,
Salisbury, Wilts.
Widow.

William Euart Stevens,
30 Marshfield Road,
Chippenham, Wilts.
Retired.

Dated this 4th day of January, 1965.

Witness to the above Signatures:-

Jean Mary Horsfall,

22 Springfield Park, Trowbridge, Wilts.
Musician and Headmistress of the Wiltshire Rural Music School

