

The Companies Act 2006
Company Not Having a Share Capital
Company number 01110693

**ARTICLES OF ASSOCIATION OF
ESTA STRING TEACHERS ASSOCIATION LIMITED**

(Adopted by Special Resolution dated 13 November 2011)

Objects

1. The Company is established for the purposes expressed in the Memorandum of Association.

Interpretation

2. In these articles:

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Company;

“the articles” means the Company’s articles of association;

“clear days” in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

“the Commission” means the Charity Commission for England and Wales;

“the Company” means ESTA String Teachers Association Limited;

“the Council” means the board of directors of the Company;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member of the Council” means a director of the Company;

“member” means a member of the Company;

“the memorandum” means the Company’s memorandum of association;

“the seal” means the common seal of the Company if it has one;

“secretary” means any person appointed to perform the duties of the secretary of the Company;

“terms and conditions for membership” means the Company’s rules, requirements and specifications that an applicant must comply with in order to become a member;

“the United Kingdom” means Great Britain and Northern Ireland;

“website” means Company’s website for the time being www.estastrings.org.uk or such other website as the Council shall determine from time to time; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Company.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

The model articles for private companies limited by guarantee contained in schedule 2 of the Companies (Model Articles) Regulations 2008 shall not apply to the Company.

Members

3. (1) The number of members which the Company may have is unlimited.
- (2) Membership is open to individuals who:
 - (a) apply to the Company in the form required by the Council,
 - (b) are approved by the Council or are deemed approved pursuant to Article 3(4);and

- (c) pay such entrance fee and annual subscription at the time of submitting an application as the Council may decide;
- (3) (a) The Council may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application.
 - (b) The Council must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision and repay all sums paid pursuant to sub-clause (2)(c) above.
 - (c) The Council must consider any written representations the applicant may make about the decision. The Council's decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) If a person applies for membership of the Company through the Company's website, then the applicant's acceptance of the terms and conditions for membership constitutes deemed approval by the Council as required by Article 3(2)(b).
 - (5) Membership is not transferable to anyone else.
 - (6) The Company must keep a register of names and addresses of the members.

President

- 4. (1) The Company may in General Meeting appoint a member as President for such term as the Company shall determine.
- (3) The President shall not be a member of the Council but may attend meetings of the Council ex officio.

Chairman

- 5. The members of the Council may appoint one of their number to be their chairman on such terms as they think fit and may at any time revoke such appointment. The person so appointed shall be the chairman of all General Meetings of the Company unless the members decide the contrary.

Termination of Membership

6. Membership is terminated if:
- (1) the member dies;
 - (2) the member resigns by written notice to the Company;
 - (3) any sum due from the member to the Company is not paid in full within six months of it falling due;
 - (4) the member is removed from membership by a resolution of the Council that it is in the best interests of the Company that his membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member) has been allowed an opportunity to make representations to the meeting.
 - (5) the member does not comply with the terms and conditions of membership when applying for membership via the Company's website.

General meetings

- 7.
- (1) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings
 - (2) The Council may call a general meeting at any time.
 - (3) A general meeting may also be convened by such requisitionists, as provided by the Companies Acts.

Notice of general meetings

8. (1) The minimum period of notice required to hold an annual general meeting and a general meeting of the Company is fourteen clear days.
 - (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.
 - (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 15 of these articles.
 - (4) The notice must be given to all the members and to the members of the Council and auditors.
9. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.

Proceedings at general meetings

10. (1) No business shall be transacted at any general meeting unless a quorum is present.
 - (2) A quorum is twenty members present in person and entitled to vote upon the business to be conducted at the meeting.
11. (1) In the event that:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Chairman shall determine.
- (2) The Council must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
12.
 - (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Council.
 - (2) If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a member of the Council nominated by the members of the Council shall chair the meeting
 - (3) If there is only one member of the Council present and willing to act, he shall chair the meeting.
 - (4) If no member of the Council is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
13.
 - (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
 - (2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
14.
 - (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by three members present in person or by proxy and having the right to vote at the meeting, or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members present.

- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

- 15. (1) Proxies may only validly be appointed by notice in writing (a "proxy notice") which:
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Council may determine; and
 - (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
 - (4) Unless a proxy notice indicates otherwise, it must be treated as-
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 16. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Written resolutions

17. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

Votes of members

18. Every member shall have one vote but a member who has not paid his or her subscription fees for more than three months of the payment becoming due is not entitled to vote.
19. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

Members of the Council

20. (1) A member of the Council must be a natural person aged 16 years or older.
 - (2) No one may be appointed a member of the Council if he would be disqualified from acting under the provisions of Article 30.
21. The number of members of the Council shall be not less than five (5) and not more than fifteenth (15).
22. A member of the Council may not appoint any person to act as an alternate member of the Council.

Powers of the Council

23. (1) The members of the Council shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Council.
- (3) Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the members of the Council.

Retirement of members of the Council

24. At each annual general meeting one third of the members of the Council or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one member of the Council, he must retire.
25. (1) The members of the Council to retire by rotation shall be those who have been longest in office since their last appointment. If any members of the Council were appointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) If a member of the Council is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of members of the Council

26. The Company may by ordinary resolution:
 - (1) appoint a person who is willing to act to be a member of the Council; and
 - (2) determine the rotation in which any additional member of the Council are to retire.
27. (1) The Council may appoint a person who is willing to act to be a member of the Council.
- (2) A member of the Council appointed by a resolution of the Council must retire at the next annual general meeting and must not be taken into account in determining the members of the Council who are to retire by rotation.

28. No person other than a member of the Council retiring by rotation may be appointed a member of the Council at any general meeting unless:
- (1) he is recommended for election by the Council, or
 - (2) not less than twenty-eight nor more than forty-nine clear days before the date of the meeting, the Company is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a member of the Council;
 - (c) contains the details that, if the person were to be appointed, the Company would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
29. All members who are entitled to receive notice of a general meeting must be given not less than fourteen nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a member of the Council other than one who is to retire by rotation.

Disqualification and removal of members of the Council

30. A member of the Council shall cease to hold office if he:
- (1) ceases to be a member of the Council by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (2) is disqualified from acting as a member of the Council by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (4) resigns as a member of the Council by notice to the Company (but only if such resignation shall not create a breach of the provisions of Article 21 when the notice of resignation is to take effect); or
 - (5) is absent without the permission of the Council from three consecutive meetings of the Council and the Council resolves that his office be vacated.

Remuneration of the members of the Council

31. The members of the Council must not be paid any remuneration unless it is authorised by the memorandum, the Commission or the Court.

Proceedings of the Council

32. (1) The Council may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any member of the Council may call a meeting of the Council.
- (3) The secretary (if any) must call a meeting of the Council if requested to do so by a member of the Council.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the Council in which each participant may communicate with all the other participants.
33. (1) No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Council in which a participant or participants may communicate with all the other participants.
- (2) A quorum at any meeting of the Council shall be three or such larger number as may be decided from time to time by the Council.
- (3) A member of the Council shall not be counted in the quorum present when any decision is made about a matter upon which that member is not entitled to vote.
34. If the number of members of the Council is less than the number fixed as the quorum, the continuing members may act only for the purpose of filling vacancies or of calling a general meeting.
35. (1) If no-one has been appointed to chair meetings of the Council pursuant to Article 5 or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members present may appoint one of their number to chair that meeting.

- (2) The person appointed to chair meetings of the Council shall have no functions or powers except those conferred by these articles or delegated to him by the Council.
36. (1) A resolution in writing or in electronic form agreed by a simple majority of all the members of the Council entitled to receive notice of a meeting of the Council or of a committee of the Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the members of the Council eligible to vote, and
- (b) a simple majority of members of the Council has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more members of the Council has signified their agreement.

Delegation

37. (1) The Council may delegate any of their powers or functions to a committee of two or more members of the Council but the terms of any delegation must be recorded in the minute book. The Council may appoint any person or persons to be a member of any such committee.
- (2) The Council may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- (b) no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Council.
- (3) The Council may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Council.

Declaration of interests of members of the Council

38. A member of the Council must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. Such member must absent himself from any discussions or votes of the Council in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

Validity of decisions of members of the Council

39. (1) Subject to Article 39(2), all acts done by the Council, or of a committee of the Council, shall be valid notwithstanding the participation in any vote of a member of the Council:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that member; and
- that member being counted in the quorum;

the decision has been made by a majority of the Council at a quorate meeting.

- (2) Article 39 does not permit a member of the Council or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Council or of a committee of the Council if, but for Article 39, the resolution would have been void, or if that member has not complied with Article 38.

Seal

40. If the Company has a seal it must only be used by the authority of the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise

so determined it shall be signed by two members of the Council or one such member and the secretary.

Minutes

41. The Council must keep minutes of all:

- (1) appointments of officers made by the Council;
- (2) proceedings at meetings of the Company;
- (3) meetings of the Council and committees of Council including:
 - the names of the members of the Council and any other members of committees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts

42. (1) The Council must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The Council must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

43. (1) The Council must comply with the requirements of the Charities Acts 1993-2006 with regard to:

- (a) the transmission of the statements of account of the Company;
- (b) the preparation of an Annual Report and its transmission to the Commission;
and
- (c) the preparation of an Annual Return and its transmission to the Commission.

- (2) The Council must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities.

Means of communication

44. Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
45. Subject to the articles, any notice or document to be sent or supplied to a member of the Council in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that member has asked to be sent or supplied with such notices or documents for the time being.
46. Subject to the articles, any notice to be given to or by any person pursuant to the articles:
 - (1) must be in writing, or
 - (2) must be given in electronic form.
47. (1) The Company may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.

(2) A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.
48. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
49. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

- (2) Proof that an electronic form of notice was given shall be conclusive where the Company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

50. (1) The Company may indemnify a relevant member of the Council against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a “relevant member of the Council” means any member of the Council or former member of the Council.

Rules

51. (1) The Council may from time to time make such reasonable and proper rules or bye laws as it may deem necessary or expedient for the proper conduct and management of the Company.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Company (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 Company in relation to one another, and to the Company’s employees and volunteers,
 - (c) the setting aside of the whole or any part or parts of the Company’s premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Council in so far as such procedure is not regulated by the Companies Acts or by these articles;

- (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Company in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Council must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company.
- (5) The rules or bye laws shall be binding on all members of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Dissolution

52. (1) The members of the Company may at any time before, and in expectation of, its dissolution, resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Company, the Council may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Company be paid to or distributed in breach of the provisions of clause 7 of the memorandum and if no such resolution in accordance with Article 52 is passed by the members or the Council the net assets of

the Company shall be applied for charitable purposes as directed by the Court or the Commission.
