

COMPANY NUMBER 01269980

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM & ARTICLES OF ASSOCIATION OF:**

**ENGLISH SPEAKING BOARD  
(INTERNATIONAL) LIMITED**



Originally incorporated the 22nd day of July, 1976

As adopted by Special Resolution passed on the 27 March 2011 and amended by Special Resolutions passed on 17<sup>th</sup> March 2012 and 24th June 2017

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

OF

**ENGLISH SPEAKING BOARD  
(INTERNATIONAL) LIMITED**

1. The name of the Company is "ENGLISH SPEAKING BOARD (INTERNATIONAL) LIMITED" (hereinafter called "the Company").
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-

The advancement of English language and literature with emphasis on English as a spoken language in schools, colleges, business enterprises and any other situation where English is the means of communication irrespective of the medium used, the immediate environment and the background of the individuals involved.

4. For the purpose of carrying out the foregoing objects the Company has the following powers:-
  - (a) To establish and to assist in establishing and to conduct and assist in conducting colleges schools and other educational establishments;
  - (b) To conduct and sponsor courses, lectures and seminars promoting the use of English using the range of available media;
  - (c) To commission print publish and distribute books journals periodicals articles essays and reports including reports on the work of the Company;
  - (d) To commission, create and distribute computer programmes, disks, films, or any future means of communication in English;
  - (e) To establish organise and conduct examinations and to award scholarships exhibitions bursaries prizes diplomas and certificates;

- (f) To purchase take on lease or in exchange hire or otherwise acquire any premises, property or equipment which may be deemed necessary or convenient for any of the purposes of the Company and to build pull down rebuild add to alter repair and improve any buildings or other premises and to improve any land for the use of the Company;
- (g) To sell manage lease mortgage dispose of or otherwise deal with all or any part of the property of the Company;
- (h) To accept subscriptions donations and legacies including property subject to special trusts;
- (i) To raise money for any of the purposes of the Company by borrowing on the security of such property of the Company as may legally be mortgaged or charged;
- (j) To invest the monies of the Company not immediately required for its purpose in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (k) To undertake and manage charitable trusts;
- (l) To establish and support and to aid in the establishment and support of any charitable body, institution or society formed for any purpose similar to the aforesaid objects of the Company;
- (m) To amalgamate with any charitable body institution or society having purposes altogether or in part similar to the aforesaid objects of the Company;
- (n) To purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any body institution or society with which the Company is authorised to amalgamate or which has purposes similar to the aforesaid objects;
- (o) To transfer all or any part of the property assets liabilities and engagements of the Company to any one or more of the charitable bodies institutions or societies with which the Company is authorised to amalgamate;
- (p) To do all such other lawful things as will further the attainment of the aforesaid objects of the Company and to do so anywhere in the World.

PROVIDED THAT

- (i) In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (ii) In case the Company shall take hold of any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company 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 Trustees shall be chargeable

for any such property which 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 Board of Trustees or Governing Body have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Board of Trustees or Governing Body but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

5. *Trustees not to have a personal interest:* The income and the property of the Company shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no Trustee shall be appointed to any office of the Company by salary or fees or receive any remuneration or benefit in money or money's worth from the Company; provided that nothing in this document shall prevent any payment in good faith by the Company:

- (i) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or employee of the Company who is not a Trustee;
- (ii) of interest on money lent by any member of the Company or Trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustees;
- (iii) of fees, remuneration or other benefit in money or money's worth to any Company of which a Trustee may also be a member holding not more than 1/100 part of the issued capital of that Company;
- (iv) of reasonable and proper rent for property demised or let by any member of the Company or Trustee;
- (v) to any Trustee of reasonable out-of-pocket expenses; and
- (vi) to any Trustee who possesses specialist skills or knowledge required by the Charity for its proper administration, of reasonable charges for work of that nature done by him or her or by his or her firm, when instructed by the Company to act on its behalf.

Provided that;

- (a) at no time shall a majority of the Trustees benefit under this provision; and
- (b) a Trustee shall withdraw from any meeting whilst his or her own instructions or remuneration, or that of his or her firm, is being discussed.

6. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Department of Trade & Industry.

7. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence

granted by the Department of Trade & Industry to the Company in pursuance of Section 19(1) of the Companies Act 1948 is subject.

8. The liability of the members is limited.
9. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up whilst he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company 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 £1.
10. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and in so far as effect cannot be given to such provision then to some other charitable object.

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

## **ARTICLES OF ASSOCIATION**

OF

# **ENGLISH SPEAKING BOARD (INTERNATIONAL) LIMITED**

(As adopted by Special Resolution passed on the 27 March 2011 and amended by Special Resolutions passed on 17 March 2012 and 24 June 2017)



## **INTERPRETATION**

1. In these Articles:

“member” or “members” means any category of member as stated in Article 4

“the Act” means the Companies Act 2006 as may be amended.

“the Company” means English Speaking Board (International) Ltd

“the Trustees” means the Board of Trustees, acting as Directors of the Company

"Secretary" means any person appointed to perform the duties of the secretary to the Company.

"United Kingdom" means Great Britain and Northern Ireland.

“writing” Expressions referring to “writing” shall unless the contrary intention appears to be construed as including references to printing lithography photography video and other modes of representing or reproducing words in a visible form. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

## **MEMBERS**

2. The number of members with which the Company proposes to be registered is 50 but the Board of Trustees may from time to time register an increase of members.

3. The subscribers to the Memorandum of Association and such other persons qualified as hereinafter provided as the Board of Trustees shall admit to membership shall be members of the Company.

4. There shall be four categories of members namely: -

- (a) Ordinary Members
- (b) Life Members (Closed)
- (c) Friend members
- (d) Honorary Members

Note that Fellow (FESB) is not a category of membership but an honour bestowed on an individual according to criteria published from time to time by the Company.

5. Ordinary members shall be individuals who subscribe to the objects of the Company and who are designated as such by the Board of Trustees from time to time. In the event a

Trustee ceases to be a Trustee and is not reappointed as a Trustee, such person shall automatically cease to be an Ordinary Member and shall become a Friend member (or such other class of member as they may have been prior to becoming an Ordinary Member).

6. Life members were individuals over the age of 21 years who subscribed to the objects of the Company and who paid to the Company a subscription which was fixed by the Trustees in general meeting. However, this classification of membership is now closed to new entrants.
7. Friend members shall be institutions whether incorporated or unincorporated which, or individuals who, subscribe to the objects of the Company. There is no charge or subscription to be a Friend member.
8. Honorary members shall be such individuals who shall in the opinion of the Trustees have rendered special services to the Company and who shall be elected by the Trustees to be members of the Company for life or for such shorter period as the Trustees shall determine.
9. All matters pertaining to the operation of the Company, including the consideration of the accounts balance sheets and the reports of the Board of Trustees and Auditors the election of members of the Trustees in place of those retiring and the appointment of and the fixing of the remuneration of the Auditors shall be dealt with at meetings of the Ordinary Members only and no other class of member shall be invited to or entitled to attend such meetings.

## **GENERAL MEETINGS**

10. The Company shall not be required to hold a General Meeting as its Annual General Meeting in any year.
11. All General Meetings of the Company shall be called General Meetings and shall, unless requisitioned pursuant to section 303 of the Companies Act, be attended only by the Ordinary Members.
12. The Trustees may whenever they think fit convene a General Meeting and General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by section 303 of the Companies Act 2006. If at any time there are not within the United Kingdom sufficient members of the Trustees capable of acting to form a quorum any Trustee or any two members of the Company may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Trustees.

## **NOTICE OF GENERAL MEETINGS**

13. A General Meeting shall be called on at least fourteen days' notice other than a meeting called for the passing of a special resolution which shall be called by twenty one days' notice in writing at the least. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and the hour of the meeting and in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company in general meeting to such persons as are under the Articles of the Company entitled to receive such Notices from the Company: PROVIDED



THAT a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed by all but one of the members having a right to attend and vote at the meeting being a majority.

14. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive a notice shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

15. All business shall be deemed special that is transacted at a General Meeting requisitioned pursuant to section 303 of the Act and all categories of members shall be entitled to receive notice, attend and speak at such General Meetings, but shall not have the right to vote). Ordinary Members only shall have the right to receive notice of, attend, speak and vote at a General Meeting unless it has been requisitioned pursuant to section 303 of the Act.
16. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided a simple majority in number of Ordinary members of the Company present in person shall be a quorum.
17. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
18. The Chair of the Board of Trustees shall preside as Chair at every General Meeting of the Company. If there is no such Chair or if they shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Vice-Chair of the Board of Trustees if they shall be present and willing to act shall preside. Otherwise the members present shall elect one of the Trustees or, if no Trustee is willing, then one of themselves to be Chair of the meeting.
19. If at any meeting no Trustee is willing to act as Chair or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be Chair of the meeting.
20. The Chair 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
22. Subject to the provisions of the Act a resolution in writing signed by all the Ordinary Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

## **VOTES OF MEMBERS**

23. Every Ordinary member shall have one vote. No other class of member is entitled to vote, but may attend and speak at any General Meeting requisitioned pursuant to section 303 of the Companies Act.
24. Votes may be given either personally or by written proxy.
25. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. A proxy need not be a member of the Company.

## **CORPORATIONS**

26. Any corporation which is a member of the Company may by resolution of its directors or other Governing Body authorise such person as it thinks fit to act as its representative at any meeting of the Company 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 Company.

## **PRESIDENT**

27. The Board of Trustees may elect a President of the Company.

## **BOARD OF TRUSTEES**

28. The Board of Trustees, who act as Directors of the Limited Company, shall consist of up to eight members elected as Trustees at a General Meeting or by resolution of the Board of Trustees.
29. Each Trustee shall serve a term of three years and be required to retire from Office at the meeting of the Trustees which follows the expiry of such term SAVE THAT no more than two Trustees shall be permitted to retire at any one meeting. The Trustees to retire shall be those who have been longest in Office, but as between persons who became members of the Board of Trustees at the same time, those to retire shall (unless they agree amongst themselves) be determined by lot. A retiring Trustee may offer himself, and be eligible, for re-election for a second term, but not Trustee shall hold office for more than two terms. Any paid employee of the Company shall not be eligible for election to the Board of Trustees until two years after the end of their employment by the Company, but shall be eligible after that time.
30. The Trustees shall elect a Chair and a Vice-Chair from amongst themselves. In the event of a change, the new Chair and Vice-Chair shall take office at the end of the meeting at which they are presented and shall be entitled to hold office for a two year term. In order to achieve continuity, the Chair, Vice-Chair and Honorary Treasurer shall hold office for a minimum of one term and a maximum of two terms, A person nominated to be a Trustee may at the same time be nominated to be the Chair or the Vice-Chair of the Board of Trustees.
31. Any member may be nominated by any member of the Company for appointment as a Trustee. Every nomination for a person for office as a member of the Board of Trustees shall

be in writing signed by a Trustee or Ordinary Member nominating and shall be left for the attention of the Trustees at the registered office of the Company not less than 14 days before the end a meeting of the Board of Trustees at which the appointment is to be proposed.

32. A casual vacancy for a Trustee may be filled by the Board of Trustees and the period of office of a Trustee elected to fill a casual vacancy shall commence at the end of the meeting of the Board of Trustees at which he was so elected and shall continue until the date on which the period of office of the person in whose place he is elected would ordinarily have expired.
33. The Board of Trustees may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of the Board of Trustees shall be valid and effective notwithstanding that it may be afterwards discovered that any member of the Board of Trustees has not been properly elected or is not properly qualified.
34. No Trustee shall be entitled to be remunerated for acting as such but he shall be entitled to be paid all travelling, hotel and other expenses properly incurred by him in attending and returning from meetings of the Board of Trustees or any sub-committee thereof or any general meeting of the Company or in connection with the business of the Company.
35. The provisions of section 168 of the Act shall apply to the removal of a Trustee from office notwithstanding any other provisions of these Articles.

## **BORROWING POWERS**

36. The Board of Trustees may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

## **POWERS AND PROCEEDINGS OF THE BOARD OF TRUSTEES**

37. The affairs of the Company shall be managed by the Board of Trustees who may pay all expenses incurred in promoting and registering the Company as a company and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act or these Articles and such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Trustees which would have been valid if that regulation had not been made. In particular (but without in any way limiting the generality of the foregoing) the Board of Trustees may:-
  - (a) Appoint an Advisory Council the members of which shall represent institutions and organisations having objects similar to those of the Company and shall be appointed to hold office until the end of the next Annual General Meeting and may be re-appointed.
  - (b) Delegate all or any of their powers to a sub-committee.
  - (c) Make and from time to time repeal or alter regulations or byelaws for the management of the Company and the affairs thereof and as to the duties of any

officers or employees of the Company and as to the conduct of business by the Board of Trustees or any sub-committee and as to any matters or things within the powers or under the control of the Board of Trustees provided that the same shall not be inconsistent with the Memorandum of Association or these Articles.

- (d) Generally do all things necessary or expedient for the due conduct of the affairs of the Company not herein otherwise provided for.
38. All cheques, promissory notes, drafts bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board of Trustees shall from time to time by resolution determine.
39. The Board of Trustees may meet for the dispatch of business adjourn and otherwise regulate their meetings as they may think fit and five members of the Board of Trustees shall be a quorum. Two members of the Board of Trustees may at any time, and the Trustees shall upon the request in writing of two Trustees, summon a meeting of the Board of Trustees. Notice of every meeting of the Board of Trustees stating on the agenda the general particulars of the business to be considered at such meeting shall be sent by post or e-mail to each Trustee at least 7 days before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars.
40. All questions shall be decided by the votes of the majority of the Trustees present and voting thereon at a meeting of the Board of Trustees.
41. The continuing Trustees may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of members of the Board of Trustees the continuing members or member of the Company may act for the purpose of increasing the number of the members of the Board of Trustees to that number or of summoning a general meeting of the Company but for no other purpose.
42. In the absence of the Chair from any meeting of the Board of Trustees, the Vice-Chair if present shall preside and if he/she is also absent a Chair shall be elected by the meeting. In the case of equality of votes the Chair shall have a second or casting vote.
43. The Trustees shall cause minute books or files to be kept of the proceedings at general meetings of the Company and at meetings of the Board of Trustees and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes signed by the Chair or by a Trustee present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof.
44. Bankers shall be appointed and may be changed by the Board of Trustees and arrangements for the signature of cheques shall be governed by resolution of the Company.
45. All acts done by any meeting of the Board of Trustees or of a sub-committee thereof or by any person acting as a Trustee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee 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 Trustee.

46. A resolution in writing signed by all the Trustees for the time being of the Board of Trustees entitled to receive notice of a meeting of the Board of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly convened and held.

## **OFFICERS AND EMPLOYEES**

47. The Trustees may appoint or engage on such terms and to discharge such duties as they may think fit a Chief Executive and such employees as they shall see fit and may dismiss a Chief Executive any officer or employee so appointed or engaged having due regard to employment law.

## **ACCOUNTS**

48. The Board of Trustees shall cause true accounts to be kept:-
- (a) of all monies received and expended by the Company and the matters in respect of which such receipts and expenditure take place; and
  - (b) of the assets and liabilities of the Company and in such accounts assets held upon any special trusts and receipts and payments on account of such trust shall be entered separately and apart from all other assets receipts and payments; and
  - (c) of all sales and purchases of goods by the Company.

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 Company's affairs and will explain its transactions.

49. The Company may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by the members and subject thereto the books and accounts shall be open to inspected by the members at all reasonable times during the usual business hours.
50. The Board of Trustees shall lay before the general meeting of the Company in each year an income and expenditure account of the Company and a balance sheet for the year ending on the previous. Such account and balance sheet shall be accompanied by a report of the Trustees as to the state of affairs of the Company and the report of the Auditors and the balance sheet shall comply with the provisions of the Companies Act. A copy of every balance sheet together with copies of the said reports shall not less than 21 clear days before the date of the meeting before which such balance sheet and reports are to be laid be sent to all persons entitled to receive notices of general meeting of the Company.

## **AUDITORS**

51. Auditors shall be appointed and their duties regulated in accordance with the Companies Act.

## **NOTICES**

52. A notice may be served upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address for service if any. In the latter case it shall be deemed to have been served at the expiration of 10 days after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted. Notices may also be sent by e-mail where Trustees and members provide an electronic address.
53. If a member has not a registered address for service any notice shall be sufficiently served on him by posting such notice addressed generally to the member on the Company's Website.
54. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **WINDING UP**

55. The provisions of Clauses 8 and 9 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

WE the several persons whose names are subscribed, being Trustees of the English Speaking Board are desirous of adopting these revised Articles of Association.

Pippa Quarrell - Chair

Signature .....

Richard Ellis – Honorary Treasurer

Signature .....

Merriel Halsall-Williams – Honorary  
Vice President

Signature .....

Quentin Oliver

Signature .....

Avril Newman

Signature .....

DATED the

2017