



Companies House
for the United Kingdom

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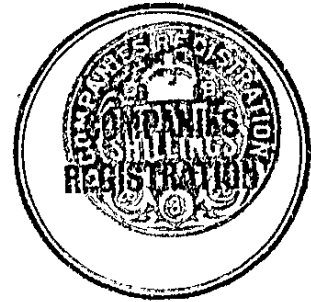


of }
my }

602279/1

Form No. 41.

THE COMPANIES ACT 1948.



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

REGISTERED
- 3 APR 1950

Insert the
Name of the
Company.

A.H. (SCHOOL)
LIMITED.

ed by

Nathan Rose

116 Old Broad St

EC 2

The Solicitors' Law Stationery Society, Limited
2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, CHRISTOPHER JOHN ARNOLD DIXON

of 116 Old Broad Street

LONDON, E.C.2.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am ("a Solicitor

of the Supreme Court engaged in the

formation

of

A.S. (SCHOOLS)

Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 38 Gresham House

in the City of London

the 24th day of March

one thousand nine hundred and fifty-

eight

Before me,



A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

J. A. Dixon

No. of Company...602279/2



A.H. (SCHOOLS) LIMITED.

REGISTERED

3 APR 1934

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

Presented for registration by

NORTON, ROSE & CO.

116 OLD BROAD STREET, E.C.2.

Stamps
LCS 303.

The NOMINAL CAPITAL of.....

.....A.H. (SCHOOLS)..... Limited,

is £.....100....., divided into.....100.....shares of £1.....

each.

Signature.....*Nathan Rose Co*.....

*S. Walter engaged in
the formation of the
company*
Description.....~~Secretary~~.....

Date.....*24th March 1958*.....

NC 3.—This margin is reserved for Binding, and must not be written across.



602279 / 3

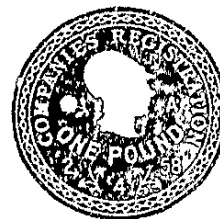


The Companies Act, 1948

REGISTERED

- 3 APR 1953

COMPANY LIMITED BY GUARANTEE AND HAVING
A SHARE CAPITAL



Memorandum of Association

(Schools)^{OF}
A. H. LIMITED

QVHR
H.A.

1. The name of the Company (hereinafter called "the School")
is "A. H. ^(Schools) LIMITED."

QVHR
H.A.

2. The registered office of the School will be situate in England.

3. The objects for which the School is established are—

(A) To acquire and take over as a going concern and carry on the business of proprietor of a boarding school now carried on at Abberley Hall, Abberley, in the County of Worcester, together with the real and personal property and assets of the proprietor of that business used in connection therewith and with a view thereto to enter into and carry into effect (either with or without modification) an agreement which has already been prepared and is expressed to be made between Abberley Hall Limited of the one part and the School of the other part a draft of which has for the purposes of identification been signed by John Eyre Norton, a Solicitor of the Supreme Court.

(B) To establish and maintain at Abberley aforesaid and elsewhere a school or schools or college or colleges for providing a complete and systematic education and to provide for instruction and education in any subject whatsoever and generally to promote education.

- (c) For the purpose only of attaining and in such manner and to such extent as shall further the attainment of the main objects of the School as hereinbefore set out to exercise all or any of the following powers :—
- (i) To grant prizes, exhibitions, scholarships or gratuities to pupils, to found and endow scholarships or exhibitions tenable at any public school or university, and to contribute to or to carry on any prize, exhibition or scholarship and to provide financial assistance to any universities, colleges, schools and other educational, non-profit making and charitable institutions.
 - (ii) Subject to the provisions (if and where applicable) of section 14 of the Companies Act, 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the School may think necessary or convenient for the promotion of its objects, and to construct, maintain, improve and alter any buildings or erections necessary or convenient for the work of the School.
 - (iii) To sell, let, mortgage, turn to account, manage and improve all or any of the property or assets of the School and to do so for or without any consideration and subject to such terms and conditions as may be thought expedient and to exercise any rights, privileges or advantages, easements or other benefits for the time being attached to such property or assets and to undertake, maintain, execute and do all such acts, matters and things as the School may be obliged or required or ought to do as the owner of such property or assets.
 - (iv) To borrow, raise and secure the payment of money and to mortgage and charge all or any of the property and assets of the School (both present and future) and to issue debentures and any other securities which the School has power to issue by way of security or indemnity to any person whom the School has agreed or is bound or willing to indemnify or in satisfaction of or as security for any liability undertaken by it in furtherance of its main objects as aforesaid and generally upon such terms and conditions and for such consideration as the School may think conducive to its objects.
 - (v) To lend, invest and deal with the moneys of the School not immediately required for its purposes in or upon

such investments or property whatsoever and where-soever situate (whether investments or property in which Trustees are permitted by law to invest or not) as may be thought fit.

- (vi) To operate or participate in schemes for the payment of tuition, boarding and other fees in advance and to accept fees in accordance with such schemes or generally on account of fees to become due and to apply for, invite, collect and receive donations, gifts, grants, subscriptions, endowments and other assistance.
- (vii) To co-operate with other educational, non-profit making and charitable associations, societies, schools, corporations or bodies.
- (viii) To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents, nominees or delegates for, control, manage and superintend any charitable institutions or bodies incorporated or unincorporated, the objects of which are wholly or in part similar to those of the School and which are prohibited by their constitution from distributing their income and property amongst their members to an extent at least as great as is imposed on the School by Clause 4 hereof.
- (ix) To undertake and execute or to create any charitable trusts.
- (x) To amalgamate with any charitable institution the objects of which are or include objects similar to those of the School, upon such terms as the School may think fit.
- (xi) To appoint trustees or agents to hold, administer and manage on behalf of the School all or any part of the property and assets of the School on such terms as to remuneration as the School may think fit.
- (xii) To indemnify any member of the School and any Governor, officer, trustee or agent in respect of any action taken or to be taken or liability incurred or to be incurred by him in any action which the Board of Governors may consider conducive to the interests of the School.
- (xiii) To apply for and obtain any Charter, Act of Parliament or Provisional Order for any purpose which may be deemed expedient for any of the objects of the School and to oppose any proceedings whether judicial or not which may seem calculated directly or indirectly to prejudice the interests of the School.

- (D) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the School shall not engage in any activity which is not a charitable activity and shall not support with its funds any object which is not a charitable object, and any grant of money or other gift made or given by the School shall be made or given on the condition that the same shall be applied solely for the purposes or one of them stated in paragraphs (A), (B) and (C) of this Clause. And further provided that the School shall not 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.

Provided also that in case the School shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the 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 Board of Governors 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 Board of Governors 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 Board of Governors 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. In case the School shall take or hold any property which may be subject to any trusts, the School shall only deal with the same in such manner as allowed by law, having regard to such trusts.

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, gift, division, 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 or for any literature, material, labour, power, plant or other things supplied for the objects

of the School, nor prevent the payment of interest at a rate not exceeding 10 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 Board of Governors 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 Board of Governors, 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 Board of Governors 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. 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 Minister of Education.

6. The liability of the members is limited.

7. 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 £1.

8. The share capital of the School is £100, divided into 100 shares of £1 each.

9. 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 other 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 charitable object.

10. True accounts shall be kept of the sums of money received and expended by the School, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the School and of the property, credits and liabilities of the School; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the School for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the 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.

We,
are
Men

R

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	Number of Shares taken by each Subscriber
<p>R.V.H. Roseveare Corpus Christi Cottage Chalford, Stroud, Glos. Retired schoolmaster.</p>	one
<p>H. Watkinson Member of Parliament Wearside, South Wear Bentwood, Essex.</p>	one

Dated this 2nd day of March, 1958.

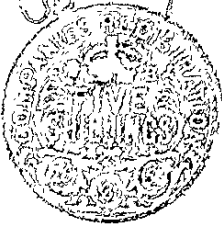
Witness to the above Signatures—

J. J. [Signature]

10 Old Broad St

London E.C. 4

10.12.58



602279/4



The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND HAVING
A SHARE CAPITAL

Articles of Association

(Schools)^{OF}
A. H. . LIMITED

GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

WORDS	MEANINGS
The Act The Companies Act, 1948.
These presents These Articles of Association, and the regulations of the School from time to time in force.
The School The above-named Company.
The Board of Governors The Board of Governors for the time being of the School.
The Governors The members for the time being of the Board of Governors or those of such members who are present at a duly convened meeting of the Board of Governors at which a quorum is present (as the case may require).
Member of the School A person who is a holder of shares in the capital of the School.
The Office The registered office of the School.
The Seal The common seal of the School.
The United Kingdom Great Britain and Northern Ireland.

WORDS	MEANINGS
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

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

Words importing persons shall include corporations.

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

2. The number of members with which the School proposes to be registered is declared not to exceed fifty.

OBJECTS OF THE SCHOOL.

3. The School is established for the purposes expressed in the Memorandum of Association and for any such purpose it may exercise all the powers conferred by section 35 of the Act.

PRIVATE COMPANY.

4. The School is a Private Company, and accordingly (A) no invitation shall be issued to the public to subscribe for any shares or debentures of the School; (B) the number of the members of the School (not including persons who are in the employment of the School, and persons who, having been formerly in the employment of the School, were while in that employment, and have continued after the determination of that employment to be, members of the School) shall be limited to fifty, provided that where two or more persons hold one or more shares in the School jointly they shall, for the purposes of this Article, be treated as a single member; (C) the right to transfer the shares of the School shall be restricted in manner hereinafter appearing; and (D) the School shall not have power to issue share warrants to bearer.

SHARES.

5. The share capital of the School is £100, divided into 100 shares of £1 each.

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GENERAL MEETINGS.

9. 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 Governors, 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.

10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

11. The Governors 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.

12. 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.

13. 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.

14. 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 Governors and of the Auditors,

the election of members of the Board of Governors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

15. 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 three members present in person or by proxy shall be a quorum.

16. 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 Board of Governors 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.

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

18. 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.

19. 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 proxy, or by a member or members present in person or by proxy 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.

20. Subject to the provisions of Article 21, 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 the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

22. 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.

23. 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.

24. Subject as hereinafter provided, every member personally present shall, on a show of hands, have one vote only and in the case of a poll every member shall be entitled to one vote for every share held by him.

25. Where there are joint registered holders of any share, any one of such persons may vote at any meeting either personally or by proxy in respect of such share as if he were solely entitled thereto, but so that if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons whose name stands first in the register of members in respect of such share shall alone be entitled to vote in respect thereof.

26. If any member be a lunatic, idiot or *non compos mentis*, he may vote by his committee, receiver, *curator bonis* or other legal curator, and such last-mentioned persons may give their votes either personally or by proxy.

27. Votes may be given on a poll either personally or by proxy. A proxy need not be a member.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in

writing, and shall be in any form or manner form or in any other form which the Governor shall approve. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a materially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF GOVERNORS.

31. Until otherwise determined by a General Meeting, the number of the members of the Board of Governors shall not be less than three nor more than fifteen.

32. The first Governors shall be appointed by the subscribers of the Memorandum of Association.

33. The Governors may from time to time and at any time appoint any member of the School as a member of the Board of Governors, either to fill a casual vacancy or by way of addition thereto, 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.

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

POWERS OF THE GOVERNORS.

35. The business of the School shall be managed by the Governors 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 Governors which would have been valid if such regulation had not been made.

36. The continuing Governors may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Governors 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 Governors 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.

HEADMASTERS.

37. The Governors shall from time to time appoint one or more Headmasters of the School for such period and on such terms as they shall think fit and may entrust to and confer upon such Headmaster or Headmasters any of the powers exercisable by them (other than the power to borrow money and issue debentures and other securities, to authorise the affixing of the Seal or to appoint or remove the Secretary or Treasurer) upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers. The Governors may also from time to time (subject to the provisions of any agreement between him or them and the School) remove him or them from office and appoint another or others in his or their place or places.

SECRETARY.

38. The Secretary shall be appointed by the Governors 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 Governors 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.

TREASURER.

39. The Governors may from time to time appoint a Treasurer of the School and may remove any person from such appointment. The Secretary may also be appointed as Treasurer.

THE SEAL.

40. The Seal of the School shall not be affixed to any instrument except by the authority of a resolution of the Governors, and in the presence of at least two Governors or one Governor and the Secretary or assistant or deputy Secretary, and such two Governors or such one Governor and the Secretary or assistant or deputy Secretary (as the case may be) 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 GOVERNORS.

41. The office of a member of the Board of Governors 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.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (G) If he is requested to resign by all the other Governors.

PROCEEDINGS OF GOVERNORS.

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

43. A Governor may, and on the request of a member of the Governors the Secretary shall, at any time, summon a meeting of the Governors by notice served upon the several Governors. A Governor who is absent from the United Kingdom shall not be entitled to notice of a meeting.

44. The Governors shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Governors 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 Governors present shall choose one of their number to be Chairman of the meeting.

45. The Governors may delegate any of their powers to committees consisting of such member or members of the Governors 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 Governors. 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 Governors so far as applicable and so far as the same shall not be superseded by any regulations made by the Governors.

46. All acts bona fide done by any meeting of the Governors or of any committee of the Governors, or by any person acting as a Governor, 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 Governor.

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

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

ACCOUNTS.

49. The Governors shall cause proper books of account to be kept as required by the Memorandum of Association. 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.

50. 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 Governors shall think fit, and shall always be open to the inspection of the Governors.

51. The School in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than the Governors, of the accounts and books of the School, or any of them, and subject to such restrictions the accounts and books of the School shall be open to the inspection of such members at all reasonable times during business hours.

52. At the Annual General Meeting in every year the Governors 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 six 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 Governors 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.

53. 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.

54. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the Governors being treated as the directors mentioned in those sections.

NOTICES.

55. 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.

56. 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.

57. 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.

58. Clause 9 of the Memorandum of Association of the School relating to the winding up and dissolution of the School shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY.

59. The Governors, Auditors, Headmasters, Secretary, assistant or deputy Secretary, Treasurer and other officers for the time being of the School and the trustees (if any) for the time being acting in relation to any of the affairs of the School, and each of them and each of their representatives, shall be indemnified and secured harmless out of the assets of the School from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their representatives, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the others or other of them or for joining in any receipts, for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the School shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the School shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto. But the provisions of this Article shall only have effect in so far as they are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

R.V.H. Roevere.
 Corpus Christi Cottage
 Chalford,
 Stroud, Glos.

Retired Schoolmaster.

Hibbert, John

Walsley, South Wales.

Brentwood, Essex.

Member of Parliament.

Dated this 20th day of March, 1958.

Witness to the above Signatures—

J.E. Mather

110 Old Kent Street

London S.E.1

Witness

DUPLICATE FOR THE FILE

No. 602279



Certificate of Incorporation

I Hereby Certify That

A. H. (SCHOOLS) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Thirteenth day of

April One Thousand Nine Hundred and Fifty eight.

L. R. [Signature]
Registrar of Companies

Certificate
received by

[Signature] *Nelson R. [Signature]*

Date 10th April 1958.

602279/8

42

THE COMPANIES ACT, 1948:

Company limited by guarantee and
having a share capital.

SPECIAL RESOLUTION

- of -

A.H. (SCHOOLS) LIMITED

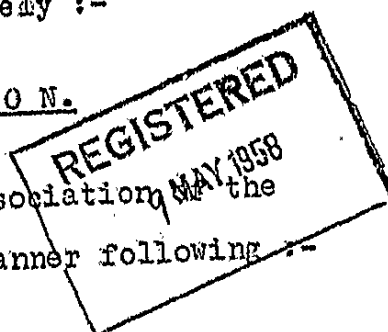


passed 25th April, 1958.

At an Extraordinary General Meeting duly convened and held
on the 25th April, 1958 the following Resolution was duly
passed as a Special Resolution namely :-

R E S O L U T I O N .

" That the Articles of Association of the
Company be altered in manner following :-



(i) By deleting Article 34 thereof
and substituting the following
new Article :-

"34. A Governor need not be a
Member of the School" ;

(ii) By deleting sub-clause (C) of
Article 41".

R. H. Roopare
Chairman.

602229 / 9

+ 9

98/1103/12

82

THE COMPANIES ACT, 1948.

Company limited by guarantee and
having a share capital.



R

SPECIAL RESOLUTION

- of -

A.H. (SCHOOLS) LIMITED

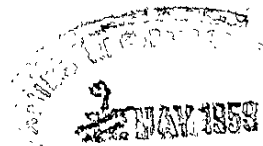
Passed 25th April, 1958.

At an Extraordinary General Meeting of the above named
Company duly convened and held on the 25th day of April, 1958
the following Resolution was duly passed as a Special Resolution,
namely :-

RESOLUTION.

"That the name of the Company be
changed to Abberley Hall Limited."

R.V.H. Rensae
Chairman.



Company Number.....602279

B

Reference: C.R. 98/1103/58

BOARD OF TRADE

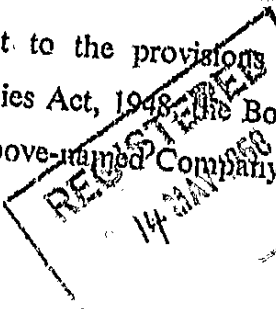


COMPANIES ACT, 1948

A.H. (SCHOOLS)

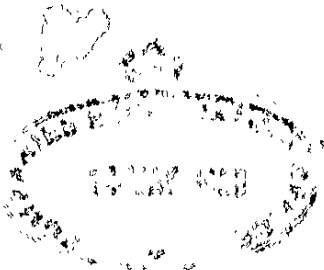
Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to **ABBERLEY HALL LIMITED**



This fourteenth

Signed on behalf of the Board of Trade
day of May 1958.



[Signature]

Authorised in that behalf by the
President of the Board of Trade.

D. C. 60.

[Handwritten mark]

No. C.172

DUPLICATE FOR THE FILE.

No. 602279

10



Certificate of Incorporation on Change of Name

Whereas

A.E. (SCHOOLS) LIMITED

was incorporated as a limited company under the

Companies Act, 1948.

on the third day of April, 1958

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited Company incorporated under the name of

ABBERLEY HALL LIMITED

Given under my hand at London, this fourteenth day of May One thousand nine hundred and fifty eight.

L. R. Langford
Registrar of Companies.

Certificate received by

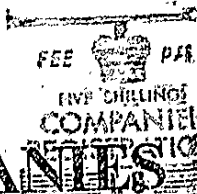
Quintessence for
Arthur R. R. & Co.

Date

20/1/58

4893

No. of Company.....



C.A. 15.
7/48.
[103]

THE COMPANIES ACT, 1948.

Notice of Place where Register of Members is kept or of any Change in that Place.

(Pursuant to Section 110 (3).)

COMPANIES
REGISTRATION

A 5s. Companies
Registration Fee
Stamp must be
impressed here.

Name of Company..... ABBERLEY HALL..... Limited.

To the REGISTRAR OF COMPANIES.

..... ABBERLEY HALL..... Limited hereby gives you notice, in
accordance with subsection (3) of Section 110 of the Companies Act 1948, that the register
of Members of the company is kept at..... LYTELTON HOUSE, MALVERN.....

..... IN THE COUNTY OF WORCESTER.....

Signature..... W. D. Williams..... SECRETARY

(State whether Director or Secretary)

Filed the..... 9th..... day of..... December..... 1966.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

London Wall, London, E.C. 4; 22, DECEMBER 1966 Parliament Street, London, S.W. 13

77, Colmore Row, Birmingham, 3;

12 & 14, Brown Street, Manchester,

W. D. WILLIAMS

LYTELTON HOUSE, MALVERN.

232

