

Company Number: 01023306

THE COMPANIES ACT 2006

A CHARITABLE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

OF

ASHDELL SCHOOLS TRUST LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company propose that the following resolution is passed as a special resolution

SPECIAL RESOLUTION

To amend the Articles of Association of Ashdell Schools Trust Limited as follows

- (i) Article 2 is deleted
- (ii) Article 7 is deleted
- (iii) Article 8 is deleted
- (iv) Article 10(ii) is deleted
- (v) Article 33 is deleted
- (vi) Article 36 is deleted
- (vii) Article 44(C) is deleted
- (viii) Article 46 is deleted
- (ix) Article 47 is deleted
- (x) Article 48 is deleted
- (xi) Article 49 is deleted



(xii) Article 50 is deleted

(xiii) Article 51 is deleted


(xiv) Article 52 is amended to read as follows *"The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business Unless otherwise determined, two shall be the 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"*

AGREEMENT TO THE RESOLUTION

Please read the notes at the end of this document before signifying your agreement to the resolution

The undersigned, being all the persons entitled to vote on the above resolution on the date of circulation of them by the Company, irrevocably vote in favour of it

Richard Brailsford

 21.10.16

Christopher Mark Burke

Christopher Michael Caddy

(xii) Article 50 is deleted

(xiii) Article 51 is deleted

(xiv) Article 52 is amended to read as follows *"The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business Unless otherwise determined, two shall be the 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"*

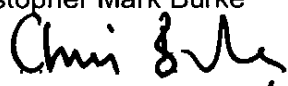
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Richard Brailsford

Christopher Mark Burke


28/10/16

Christopher Michael Caddy

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(xiii) Article 51 is deleted

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AGREEMENT TO THE RESOLUTION

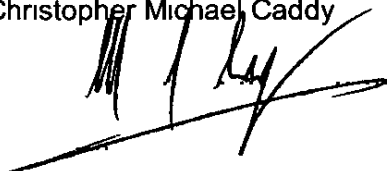
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Richard Brailsford

Christopher Mark Burke

Christopher Michael Caddy

A handwritten signature in black ink, appearing to be 'C. M. Caddy', written over a horizontal line.

30/10/16

Company Number: 01023306

THE COMPANIES ACT 2006

A CHARITABLE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

OF

ASHDELL SCHOOLS TRUST LIMITED

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SPECIAL RESOLUTION

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-

Daphne St Clair Cawthorne



21.10.16

David Jonathan Dunn

Anthony John Riddle

Susan Lucy Singleton

Elizabeth Annabelle Walker

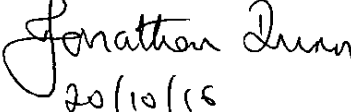
Josephine Ann Wood

NOTES:

The date of the circulation of this resolution is 20th October 2016 Unless the resolution is passed before the end of the period of 28 days beginning with that date, it will lapse

Please indicate your agreement to the resolution by signing and dating this document where indicated above and returning it to the Company

Daphne St Clair Cawthorne

David Jonathan Dunn

20/10/16

Anthony John Riddle

Susan Lucy Singleton

Elizabeth Annabelle Walker

Josephine Ann Wood

NOTES:

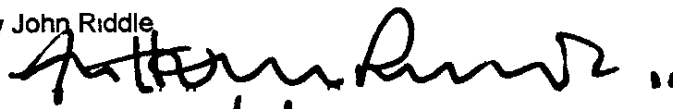
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Daphne St. Clair Cawthorne

David Jonathan Dunn

Anthony John Riddle


21 October 2016

Susan Lucy Singleton

Elizabeth Annabelle Walker

Josephine Ann Wood

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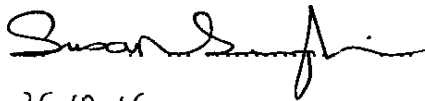
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Daphne St Clair Cawthorne

David Jonathan Dunn

Anthony John Riddle

Susan Lucy Singleton

A handwritten signature in black ink, appearing to read 'Susan Singleton', with a stylized flourish at the end.

26-10-16

Elizabeth Annabelle Walker

Josephine Ann Wood

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Daphne St Clair Cawthorne

David Jonathan Dunn

Anthony John Riddle

Susan Lucy Singleton

Elizabeth Annabelle Walker

E Walker
20th Oct 2016

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Daphne St Clair Cawthorne

David Jonathan Dunn

Anthony John Riddle

Susan Lucy Singleton

Elizabeth Annabelle Walker

Josephine Ann Wood

Josephine A Wood
21/ October / 2016

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amended by special resolution dated 30th October 2016
taking effect from 4th November 2016.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL.

ARTICLES OF ASSOCIATION

OF

ASHDELL SCHOOLS TRUST 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 Trust from time to time in force.
The Trust	The above-named Company.
The Council	The Governing Body for the time being of the Trust.
The Office	The Registered Office of the Trust.
The Seal	The common seal of the Trust.
The United Kingdom	Great Britain and Northern Ireland.
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 for the time being in force shall if not inconsistent with the subject or context, bear the same meanings in these presents.

- ~~2. The number of members with which the Trust proposes to be registered is fifty, but the Council may from time to time register an increase of members.~~
3. The provisions of section 110 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERS.

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust.
6. The Council may from time to time determine the terms and conditions on which any further or other persons shall be admitted to membership of the Trust but so that no such person shall be admitted to membership unless and until (a) he shall have signed and delivered to the Trust an application for admission in such form as the Governors may from time to time require and (b) he shall have been elected as a member by vote of the Council.
- ~~7. Any member may withdraw from the Trust by giving not less than one month's notice in writing to the Trust of his intention so to do, and upon the expiration of such notice he shall cease to be a member.~~
- ~~8. If the Council shall be of the opinion that it is not in the interests of the Trust that any member shall continue to be a member the Council may by notice in writing served upon such member in manner hereinafter provided require such member to withdraw from the Trust and the person so required to withdraw shall at the expiration of one month from the service on him of such notice cease to be a member.~~
9. The rights of a member as such shall be personal to him and shall not be transferable and shall cease on his death.

PRIVATE COMPANY

10. The Trust shall be a Private Company, and accordingly the following provisions shall have effect :-
 - (i) The Trust shall not offer any of its Shares or Debentures to the public for subscription.

~~(ii) The number of the members of the Trust shall not at any time exceed fifty.~~

(iii) The Council may at any time refuse to register any transfer of Shares.

GENERAL MEETINGS.

11. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust 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.
12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meeting.
13. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.
14. 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 Trust; 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.
15. 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

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
17. 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 four members personally present shall be a quorum.
18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be

dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

19. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Trust who shall be present to preside.
20. 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.
21. 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 Trust 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.
22. Subject to the provisions of Article 23, 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.
23. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
24. 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.
25. 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.

26. Subject as hereinafter provided, every member shall have one vote.
27. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable

- to the Trust in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
28. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by section 139 of the Act. A proxy must be a member.
29. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially 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.
31. 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.
32. Any instrument appointing a proxy shall be in common form or in such other form as the Council shall approve.

COUNCIL OF MANAGEMENT.

- ~~33. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than seven nor more than fifteen.~~
34. (a) The following persons shall be the first members of the Council :-
- Sir Peter Geoffrey Roberts, Bart.,
Lady Judith Randell Roberts,
Joan Mary Inman,
Roger David Dickson,
Samuel Roberts,
John Andrew Longworth and
The Honourable Mark Robin Balfour.
- (b) The Council may determine that any of its members shall hold such office during their respective lives or until they shall have become disqualified from any of the causes specified in Article 44 and such members shall be called "Permanent Members".
- (c) The Council may appoint any one of its members President and any one or more of its members Vice-President or Vice-Presidents.

35. The Council may from time to time and at any time appoint any member of the Trust as a member of the Council, either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- ~~36. No person who is not a member of the Trust shall in any circumstances be eligible to hold office as a member of the Council.~~
37. (a) Any Principal or Head or Joint Principal or Joint Head for the time being of any school belonging to the Trust and any wife or husband of any such Principal or Head if she or he be employed by any such school may be appointed a member of the Council, but shall not be entitled to vote as such member in respect of any question affecting his salary, his terms of employment, or any other matter in which he is financially interested and if he shall so vote his vote shall not be counted nor shall he be reckoned for the purpose of constituting a quorum of the Council.
- (b) Subject as aforesaid a member of the Council may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration, but it shall be obligatory for such member of the Council to declare the nature of his interest and make a full and free disclosure at the meeting where such matter is discussed.
38. Each member of the Council shall be paid out of the funds of the Trust all out-of-pocket expenses incidental to travelling to and from meetings of the Council he shall attend but save as aforesaid the members of the Council shall discharge their duties as such without remuneration.
39. No person shall be incapable of being appointed a member of the Council by reason of his having attained the age of seventy years or any other age, nor shall any member of the Council vacate his office by reason of his attaining the age of seventy years or having attained the age of seventy years or any other age; and the provisions of Sub-Sections (1) to (6), inclusive, of Section 185 of the Act, shall be excluded from applying to the Trust.

POWERS OF THE COUNCIL.

40. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust 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 Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
41. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be

or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY.

42. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL.

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

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

44. The office of a member of the Council shall be vacated :-
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (B) If he becomes of unsound mind.
 - ~~(C) If he ceases to be a member of the Trust.~~
 - (D) If by notice in writing to the Trust he resigns his office.
 - (E) If he ceased 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.
45. A member of the Council may hold or be appointed to the office of Principal or Joint Principal or Head or Joint Head of any school belonging to the Trust and may hold such office in conjunction with the office of member of the Council for such period and on such terms as to remuneration, pension and otherwise as the members of the Council may determine. Save as aforesaid no member of the Council may hold any office or place of profit under the Trust in conjunction with the office of member of the Council.

ROTATION OF MEMBERS OF THE COUNCIL.

46. ~~At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one third of the members of the Council (other than permanent members), or if their number is not a multiple of three then the number nearest to one third, shall retire from office.~~
47. ~~The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.~~
48. ~~The Trust may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.~~
49. ~~No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.~~
50. ~~The Trust may from time to time in General Meeting increase or reduce the number of members of the Council and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.~~
51. ~~In addition and without prejudice to the provisions of section 184 of the Act, the Trust may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.~~

PROCEEDINGS OF THE COUNCIL.

52. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, ~~three~~ ^{two} 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.
53. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

54. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
55. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.
56. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
57. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
58. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
59. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS.

60. The Council shall cause proper books of account to be kept with respect to :-
- (A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods by the Trust; and
 - (C) the assets and liabilities of the Trust.

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 Trust and to explain its transactions.

61. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
62. The Trust 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 members of the Council, of the accounts and books of the Trust, or any of them, and subject to such restrictions the accounts and books of the Trust shall be open to the inspection of such members at all reasonable times during business hours.
63. At the Annual General Meeting in every year the Council shall lay before the Trust 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 Trust) 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.

AUDIT.

64. Once at least in every year the accounts of the Trust 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.
65. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act, and section 14 of the Companies Act 1967, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES.

66. A notice may be served by the Trust 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.
67. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Trust 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 Trust.
68. 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.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Sir Peter Geoffrey Roberts, Bart.
Redholme, Sandygate Road,
Sheffield.

Directors of Companies.

Roger D. Dickson,
135, Dore Road,
Dore, Sheffield.

Advertising Agent.

Joan M. Inman,
27, Kenwell Drive
Bradway, Sheffield.

Headmistress.

Judith R. Roberts
Redholme, Sandygate Rd.,
Sheffield, 10.

Married Woman.

Mark R. Balfour,
White House, Hollow Meadows,
Sheffield.

Director of Companies.

John A. Longworth,
2, Rembrandt Close, Holbein Place,
London, S.W.1.

Member of London Stock Exchange.

Samuel Roberts,
96, Eaton Place,
London, S.W.1.

Law Student.

Dated this 2nd day of August, 1971.

Witness to the above Signatures :-

Robert Gray,
Solicitor,
Sheffield.