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COMPANIES FORM No. 12

Statutory Declaration of compliance
with requirements on application
for registration of a company

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block
lettering

To the Registrar of Companies

For official use For official use

2081261

Name of company

* HEREFORD CATHEDRAL SCHOOL

I, RICHARD EDWARD SWANN LOWE
of 32 WIDENMARSH STREET, HEREFORD, HR4 9EP

*Insert full name of
company

Delete as
appropriate

Handwritten signature

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of
the above company and of matters precedent and incidental to it 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

1 Saint John Street
Hereford.
the 9th day of July
One thousand nine hundred and Eighty Six.
before me *Handwritten signature*

Declarant to sign below

Handwritten signature: R E Swann Lowe

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presenter's name, address and
reference (if any):

MARSDEN LOWE & Co.
Solicitors
32 Widenmarsh Street
Hereford
HR4 9EP

Ref. RL/JIS/58407

For official use
New Companies Section

Post room

The Companies Act 1985

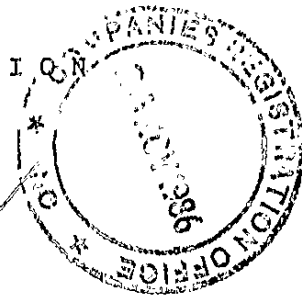
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

2081261

MEMORANDUM OF ASSOCIATION

--OF--

HEREFORD CATHEDRAL SCHOOL



1. The name of the Company is Hereford Cathedral School.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are to promote the advancement of education by acquiring, establishing, providing, conducting and carrying on residential and non-residential schools in which boys and girls of all sections of the community may receive a sound general education (including religious instruction in accordance with the doctrines of the Church of England) and so that for the purpose of carrying such objects into effect the Company shall have and may exercise (but to the extent only to which the same may lawfully be exercised by a body having exclusively charitable objects) the powers following:-
 - (A) To purchase take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain equip and alter any buildings or erections.
 - (B) To establish, provide, conduct and carry on residential and non-residential schools, to grant scholarships, bursaries, exhibitions and prizes and to provide for the holding of lectures, classes, conferences, exhibitions and concerts.



N.W. 007800

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- (C) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought necessary.
- (D) To undertake and execute any trusts which may lawfully be undertaken by the Company.
- (E) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (F) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may for the time being be authorised by law.
- (G) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

Provided that the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Provided also that in case the Company shall take or hold 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 Governors of the Company 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 Governors 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 or the Charity Commissioners over such Governors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated. In case the Company shall take or hold any property which may be subject to any trusts, the Company 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 Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company, and no member of its Board of Governors or Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing shall prevent any payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any member officer or servant of the Company (not being a member of its Board of Governors or Governing Body) for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Board of Governors or Governing Body 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 Board of Governors or Governing Body;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Governors or Governing Body;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Governors or Governing Body may also be a member holding not more than 1/100th part of the capital of that Company; and
- (e) to any member of its Board of Governors or Governing Body of reasonable out-of-pocket expenses.

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 Charity Commissioners for England and Wales.

6. The liability of the Members is Limited.

7. Every member of the Company undertakes to contribute to the assets of the Company 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 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.

8. 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 to or distributed among the members of the Company but shall be given or transferred to some other charitable association or institution having objects similar to the objects of the Company, 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 Company under or by virtue of Clause 4 hereof, such charitable association or institution to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company and of the property credits and liabilities of the Company; and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations of the Company for the time being, such accounts shall be open to inspection to the members. Once at least in every year, the accounts of the Company 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, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

PETER JAMES PRIOR

Rathays,
Sutton St. Nicholas,
Hereford



FREDERICK ROY WHITWORTH BLACKLER

64, Lichfield Avenue,
Hereford.
HR1 2RL



ELIZABETH MARGARET ELLIOT EVANS

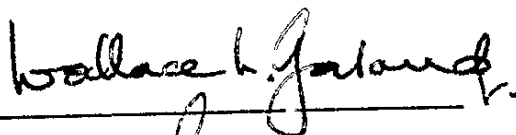
The Lawns,
Nunnington,
Hereford.

HR1 3NJ

E.M.E. Evans.

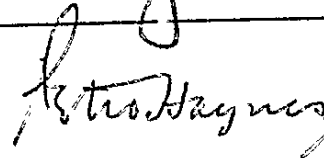
WALLACE GARLAND

15, Ravensbourne Gardens,
Ealing,
London
W13 8EW



PETER HAYNES

The Deanery,
The Cloisters,
Hereford.



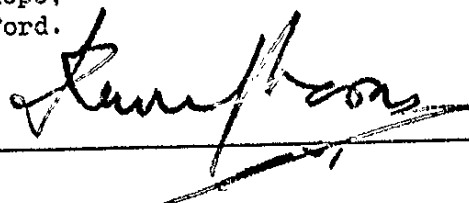
PAUL ROBERT ILES

The Canon's House,
The Close,
Hereford.



KEVIN GARRETT MASON

The Old Rectory,
Fownhope,
Hereford.



ALEXANDER ALISTAIR McCONNACHIE

Rose Bank,
Rectory Road,
Hampton Bishop,
Hereford.

A. A. McConnachie

GERALD BRIAN NELSON

64 Hafod Road,
Hereford
HR1 1SQ

G.B.Nelson

JOHN VINCENT PEACH

6 Marlbury Road,
Oxford.

J.V. Peach

JOHN TILLER

The Canon's House,
3, St John Street,
Hereford
HR1 2NB

J. Tiller

RAYMOND AUSTIN MASTERS

3 Castle Street
Hereford.

Raymond Masters

ANDREW HENRY WOODHOUSE

The Archdeacon House,
The Close,
Hereford.

Andrew H. Woodhouse

Dated

4th July 1986

Witness to the above Signatures.

A. P. H. H. H. H.

BONSAR.

68, HINTON ROAD,

HEREFORD HERFORD

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

2081261

ARTICLES OF ASSOCIATION

--OF--

HEREFORD CATHEDRAL SCHOOL

GENERAL

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Statutes -	The Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.
These Articles -	These Articles of Association as originally framed or as altered from time to time by Special Resolution.
The Company Office -	The Registered office for the time being of the Company.
Seal -	The Common Seal of the Company.
The United Kingdom -	Great Britain and Northern Ireland.
In writing -	Written, printed or lithographed or visibly expressed in all or any of those or any other modes of representing or reproducing words.

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.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

MEMBERSHIP

2. The number of members with which the Company proposes to be registered is 14.

3. Membership shall not be transferable or transmissible.

4. The following persons shall be members of the Company:-

(a) the subscribers to the Memorandum of Association being the present Governors of the Hereford Cathedral Grammar School (hereinafter called "the School")

(b) two members of the Dean and Chapter of the Cathedral Church of the Blessed Virgin Mary and St Ethelbert in the City of Hereford (hereinafter called "the Dean and Chapter") appointed by the Dean and Chapter and who are not Governors.

(c) the persons appointed as Governors by the Dean and Chapter pursuant to Article 41.

(d) such other persons as the Governors shall admit to membership.

5. Every person desiring to become a member of the Company shall sign and deliver to the Secretary an application in such form as the Governors may from time to time determine.

6. Except in the case of a member or Governor appointed by the Dean and Chapter no person shall become a member unless he be elected at a meeting of the Governors. Election shall be at the discretion of the Governors who may refuse to elect any applicant without giving any reason therefor.

7. A member shall forthwith cease to be a member upon the happening of any one of the following events:-

- (A) If such member by notice in writing to the Company resign his membership.
- (B) If such member (being an individual) die or become of unsound mind or a receiving order be made against him or he make any arrangement or composition with his creditors generally, or if such member (being a corporation) go into liquidation.
- (C) If such member (not being a member or Governor appointed by the Dean and Chapter) be removed from membership by a resolution of the Governors passed in that behalf.

8. Any person ceasing to be a member shall nevertheless remain liable for all moneys which may within one year thereafter become payable by him by virtue of his liability under the Memorandum of Association.

GENERAL MEETINGS

9. The Company shall in each School term hold a General Meeting one of which shall be its Annual General Meeting in addition to any other meetings in that year and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next; Provided that so long as the Company holds its first Annual General meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Governors shall determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. The Governors may at any time call an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as is provided by the Statutes.

OF GENERAL MEETINGS

11. In the case of an Annual General Meeting or of a meeting for the passing of a Special Resolution twenty-one clear days' notice at the least, and in any other case fourteen clear days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business (and in the case of an Annual General Meeting specifying the meeting as such) shall be given in writing in manner hereinafter mentioned to all the members (other than those who under the provisions of these Articles are not entitled to receive the notice) and to the Auditors for the time being of the Company.

12. A General Meeting shall, notwithstanding that it is called by shorter notice than that specified in the last preceding Article, be deemed to have been duly called if it is so agreed:-

- (A) In the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (B) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

13. Subject to the provisions of the Statutes it shall be the duty of the Company, on the requisition in writing of such number of members as is specified in the Statutes and (unless the Company otherwise resolves) at the expense of the requisitionists, to give to members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting and to circulate to members entitled to have notice of any General Meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

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

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the Accounts, Balance Sheet and Reports of the Governors and Auditors, the appointment of Governors and Auditors in the place of those retiring by rotation or otherwise, and the fixing of the remuneration of the Auditors.

16. Where by any provision contained in the Statutes special notice is required by a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight days (or such shorter period as the Statutes permit) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Statutes.

17. No business shall be transacted at any General Meeting unless a quorum is present. Six members present in person shall be a quorum.

18. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by 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 to such other day and at such other time and place as the Governors may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present in person or by proxy shall be a quorum, but so that not less than four individuals shall constitute the quorum.

19. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. Whenever a meeting is adjourned for fourteen days or more, 'seven clear days' notice at the least, specifying the place, the day and the hour of the adjourned meeting shall be given as in the case of the original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at a meeting from which the adjournment took place.

20. The Chairman (if any) of the Governors or in his absence some other Governor nominated by the Governors shall preside at every General Meeting, but if at any meeting neither the Chairman nor such other Governor be present within fifteen minutes after the time appointed for holding the same, or if neither of them be willing to act as Chairman, the Governors present shall choose some Governor present to be Chairman.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll is demanded by the Chairman or by at least three members having the right to vote at the meeting or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll is so demanded a declaration by the Chairman 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 book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

22. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of the last preceding Article a demand by a person as proxy for a member shall be the same as a demand by the member.

23. If any vote shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the meeting or adjourned meeting at which the vote is given, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.

24. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time (not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded) and place as the Chairman shall direct and no notice need be given of a poll not taken immediately. A poll shall be taken in such manner (including the use of ballot or voting papers) as the Chairman shall direct. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. The demand for 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.

25. 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 further or casting vote.

VOTES OF MEMBERS

26. Every member who is present in person shall have one vote on a show of hands and upon a poll every member present in person or by proxy shall have one vote.

27. A 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.

28. No member shall, unless the Governors otherwise determine, be entitled to vote at any General Meeting either personally or by proxy or to exercise any privilege as a member unless all sums presently due from him to the Company have been paid.

29. On a poll votes may be given either personally or by proxy.

30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney so authorised.

32. No person shall be appointed to be a proxy unless he is a member.

33. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy or office copy of such power of authority, shall be deposited at the Office or at such other place in the United Kingdom as is specified for the purpose in the notice convening the meeting or in the instrument of proxy issued by the Company not less than four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

34. An instrument of proxy may be in any common form or in such other form as the Governors shall approve. Instruments of proxy need not be witnessed.

35. The Governors may at the expense of the Company send, by post or otherwise, to the members instruments of proxy (with or without stamped envelopes for their return), for use at any General Meeting either in blank or nominating in the alternative any one or more persons. If for the purpose of any meeting invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the expense of the Company such invitations shall be issued to all (and not to some only) of the members entitled to be sent a notice of the meeting and to vote thereat by proxy.

36. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the death or insanity of the principal, or the revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Company Office three hours at least before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

GOVERNORS

37. Unless otherwise determined by the Company by Ordinary Resolution, the number of Governors shall be not less than ten nor more than eighteen.

38. No person (other than a Governor appointed by the Dean and Chapter pursuant to Article 41) shall be eligible for appointment or re-appointment as a Governor unless he is a member of the Company.

39. The Governors shall be entitled to be paid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Governors including their expenses of travelling to and from meetings of the Governors or Committees of the Governors or General Meetings.

APPOINTMENT, ROTATION, DISQUALIFICATION AND

REMOVAL OF GOVERNORS

40. The first Governors being subscribers to the Memorandum of Association are as follows:-

Peter James Prior
Frederick Roy Whitworth Blackler
Elizabeth Margaret Elliot Evans
Wallace Garland
Peter Haynes
Paul Robert Iles
Kevin Garrett Mason
Alexander Alistair McConnachie,
Gerald Brian Nelson,
John Vincent Peach
John Tiller

41. The Dean and Chapter shall have the right to appoint up to one quarter of the total number of Governors. Such appointees shall become members of the Company and shall not in any event amount to more than a quarter in number of the Governors. In any resolution to amend this Article the said Appointees shall each be entitled to cast three votes.

42. Subject to the provisions of these Articles one third of the Governors for the time being, or if their number is not three or a multiple of three, then the number nearest to, but not exceeding, one third shall retire from office at each Annual General Meeting.

43. Subject to the provisions of the Statutes and of these Articles, the Governors to retire at each Annual General Meeting shall be the Governors who have been longest in office since their last appointment. As between Governors of equal seniority, the Governors to retire shall in the absence of agreement be selected from among them by lot. Subject as aforesaid, a retiring Governor shall be eligible for re-appointment and shall act as a Governor throughout the meeting at which he retires.

The Company may by Ordinary Resolution at the meeting at which any Governor, other than a Governor nominated by the Dean and Chapter, retires in manner aforesaid fill up the vacated office by appointing a person thereto, and in default the retiring Governor, if willing to act, shall be deemed to have been re-appointed unless at such meeting it is expressly resolved not to fill such vacated office or a resolution for the re-appointment of such Governor shall have been put to the meeting and lost.

45. At a General Meeting a motion for the appointment of two or more persons as Governors of the Company by a special resolution shall not be put unless a resolution that it shall be so put has been first agreed to by the meeting a majority of the vote being given against it.

46. No person other than a Governor retiring at the meeting shall, unless recommended by the Governors for appointment, be eligible for appointment to the office of Governor at any General Meeting unless, within the prescribed time before the day appointed for the meeting, there shall have been given to the Company notice in writing by some member duly qualified to be present and vote at the meeting of his intention to propose such person for appointment and also notice in writing, signed by the person to be proposed, of his willingness to be appointed. 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 seven nor more than forty-five clear days.

47. The Company may by Ordinary Resolution increase or reduce the number of Governors and determine in what rotation such increased or reduced number shall go out of office and, if the number is increased, may make any appointments necessary to fill the vacancies thereby created subject always to the provisions of Article 41.

48. The Governors may from time to time and at any time appoint any person to be a Governor either to fill a casual vacancy (other than as arising on the death or retirement of a Governor appointed by the Dean and Chapter) or as an additional Governor provided that the total number of Governors shall not exceed the maximum number fixed by or in accordance with these Articles. Subject to the provisions of the Statutes, a Governor so appointed shall hold office only until the conclusion of the Annual General Meeting following next after his appointment, when he shall retire, but shall then be eligible for re-appointment. A Governor who retires under this Article shall not be taken into account in determining the rotation of retirement of Governors or the number of Governors to retire at such meeting.

49. The office of a Governor shall be vacated:-

- (A) If a receiving order be made against him, or he make arrangement or composition with his creditors generally;
- (B) If he become of unsound mind;
- (C) If he cease to be a member of the Company or a director of a corporation which is a member of the Company;
- (D) If he cease to be a Governor or be prohibited from being a Governor by an Order made under any provision of the Statutes;
- (E) If he attends no Members or Governors Meetings for three consecutive School Terms;
- (F) If he resign his office by notice in writing to the Company.

50. In addition to any power to remove a Governor conferred on the Company by the Statutes the Company may by Extraordinary Resolution remove any Governor other than a Governor appointed by the Dean and Chapter before the expiration of his period of office and may, if thought fit, by Ordinary Resolution appoint another Governor in his stead. The person so appointed shall be subject to retirement by rotation at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last appointed a Governor.

POWERS OF GOVERNORS

51. The business of the Company shall be managed by the Governors, who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or 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 Governors which would have been valid if such regulation had not been made.

Notwithstanding the foregoing the Governors shall not make policy decisions relating to matters of religious education nor affecting the status and number of Choristers of Hereford Cathedral attending the School and the right of such Choristers to attend the School nor the appointment of a Headmaster. These matters must be resolved by the members by special resolution at a General Meeting.

52. Without prejudice to the generality of the foregoing provision, the Governors 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 and other securities.

53. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Governors shall from time to time determine.

PROCEEDINGS OF THE GOVERNORS

54. The Governors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

55. The Chairman may, and on the request of a Governor the Secretary shall, at any time summon a meeting of the Governors. It shall not be necessary to give notice of a meeting of the Governors to any Governor for the time being absent from the United Kingdom.

56. The quorum necessary for the transaction of the business of the Governors shall be six or such higher number as from time to time may be fixed by the Governors.

57. The continuing Governors or Governor may at any time act notwithstanding any vacancy in their body: Provided that in case the Governors shall at any time be reduced in number to less than the minimum number fixed by or in accordance with these Articles, the continuing Governors or Governor may act for the purpose of appointing an additional Governor or Governors to make up such minimum, or of summoning a General Meeting of the Company but for no other purpose. Subject always to the provisions of Article 41.

58. The Governors may from time to time appoint a Chairman and determine the period for which he shall hold office. The Chairman shall preside at all meetings of the Governors but if no such Chairman be appointed, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Governors present shall choose one of their number to be Chairman of such meeting.

59. The Governors may delegate any of their powers to Committees consisting of such member or members of their body as they think fit. Any Committee so formed shall in the exercise of any power so delegated conform to any regulations that may from time to time be imposed upon it by the Governors provided that each such Committee shall include at least one appointed as a Governor by the Dean and Chapter

60. The meetings and proceedings of any such Committee consisting of two or more Governors shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Governors so far as the same are applicable and are not superseded by any regulations made by the Governors under the last preceding Article. Provided always that the actions and proceedings of such Committee or Committees shall be reported back to the Governors fully and promptly.

61. All acts bona fide done by any meeting of Governors or of a Committee of the Governors, or by any person as a Governor, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Governor or person acting as aforesaid or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and had continued to be a Governor.

62. The Governors shall cause proper minutes to be made of all proceedings of General Meetings of the Company and of meetings of Governors and Committees of Governors and of the attendances thereat and of all appointments of officers made by the Governors.

63. A resolution in writing signed by each Governor shall be as effective for all purposes as a resolution duly passed at a meeting of the Governors duly convened and held, and may consist of several documents in the like form each signed by one or more Governors.

SECRETARY

64. The Secretary shall be appointed by the Governors. Anything by the Statutes required or authorised to be done or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Governors: Provided that any provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a Governor and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Governor and as, or in the place of, the Secretary.

THE SEAL

65. The Governors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of a resolution of the Governors. The Governors may from time to time make such regulations as they see fit determining the persons and the number of such persons in whose presence the Seal shall be used, and until otherwise so determined the Seal shall be affixed in the presence of one Governor and the Secretary.

ACCOUNTS

66. The Governors shall cause proper accounts to be kept in accordance with the provisions of the Statutes.

67. The books of account shall be kept at the Office, or (subject to the provisions of the Statutes) at such other place as the Governors shall think fit, and shall always be open to the inspection of the Governors.

68. The Governors shall from time to time, in accordance with the provisions of the Statutes, cause to be prepared and to be laid before the Company in General Meeting such accounts, balance sheets and reports as are specified in the Statutes.

69. A copy of the Governors' and Auditors' Reports accompanied by copies of the Balance Sheet, Profit and Loss Account and other documents required by the Statutes to be annexed to the Balance Sheet, shall, twenty-one days at the least before the date of the meeting, be delivered or sent by post to the registered address of every member and to the Auditors.

70. The Auditors' Report shall be read before the Company in General Meeting and shall be open to inspection by any member.

71. Every account of the Governors when audited and approved by an Annual General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within that period, the account shall forthwith be corrected and thereupon shall be conclusive.

72. The provisions of the Statutes in regard to audit and Auditors shall be observed.

72. A notice or other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his address as appearing in the Register of Members.

73. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company 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 no member other than a member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

74. Any notice required to be given by the Company to the members or any of them, and not provided for by or pursuant to these Articles shall be sufficiently given if given by advertisement which shall be inserted once in a daily or weekly newspaper published in the County of Hereford and Worcester

75. Any Notice or other document if served by post shall be deemed to have been served on the day on which the letter containing the same was put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post as a prepaid letter. A notice to be given by advertisement shall be deemed to have been served on the day on which the advertisement appears.

76. Every legal personal representative, receiver, curator bonis or other legal curator, trustee in bankruptcy or liquidator of a member shall be bound by a notice given as aforesaid if sent to the last registered address of such member, notwithstanding that the Company may have notice of the death, unsoundness of mind, bankruptcy, liquidation or disability of such member.

DISSOLUTION

77. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions hereof were repeated in these Articles.

We, the subscribers to these Articles of Association, wish to be formed into a Company pursuant to these Articles.

NAMES AND ADDRESSES OF SUBSCRIBERS

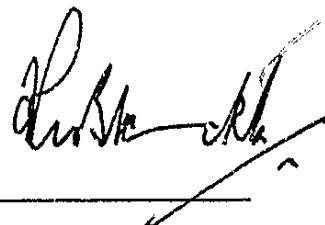
PETER JAMES PRIOR

Rathays,
Sutton St. Nicholas,
Hereford



FREDERICK ROY WHITWORTH BLACKLER

64, Lichfield Avenue,
Hereford.
HR1 2RL



ELIZABETH MARGARET ELLIOT EVANS

The Lawns,
Nunnington,
Hereford.
HR1 3NJ

E.M.E. Evans.

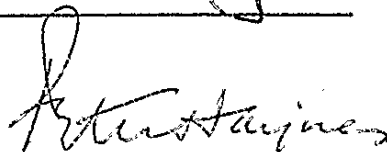
WALLACE GARLAND

15, Ravensbourne Gardens,
Ealing,
London
W13 8EW



PETER HAYNES

The Deanery,
The Cloisters,
Hereford.



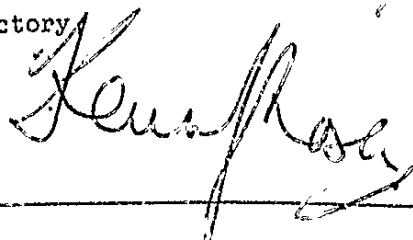
PAUL ROBERT ILES

The Canon's House,
The Close,
Hereford.



KEVIN GARRETT MASON

The Old Rectory,
Fownhope,
Hereford.



ALEXANDER ALISTAIR McCONNACHIE

Rose Bank,
Rectory Road,
Hampton Bishop,
Hereford.

Alexander Alistair McConnachie

GERALD BRIAN NELSON

64 Hafod Road,
Hereford
HR1 1SQ

G.B. Nelson

JOHN VINCENT PEACH

6 Charlbury Road,
Oxford.

J.V. Peach

JOHN TILLER

The Canon's House,
3, St John Street,
Hereford
HR1 2NB

John Tiller

RAYMOND AUSTIN MASTERS

3 Castle Street
Hereford.

Raymond Austin Masters

ANDREW HENRY WOODHOUSE

The Archdeacon House,
The Close,
Hereford.

Andrew H. Woodhouse

Dated *17th November* 1986.
9th July
Witness to the above Signatures.

A.P.H. Woodhouse
68 Hinton Road
Hereford

G

COMPANIES FORM No. 10

10**Statement of first directors
and secretary and intended
situation of registered office**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

2024261
For official use*Insert full name
of company

Name of company

* HEREFORD CATHEDRAL SCHOOL.

The intended situation of the registered office of the company on incorporation is as stated below

29, CASTLE STREET,	
HEREFORD	
HEREFORDSHIRE	
Postcode	HR1 2NN

If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below

X

MARSDEN LOWE & Co.	
Solicitors,	
32, Widemarsh Street,	
HEREFORD	Postcode HR4 9EP

Number of continuation sheets attached (see note 1)

11

Presentor's name, address and
reference (if any):MARSDEN LOWE & Co.
Solicitors
32 Widemarsh Street
Hereford

Ref: RL/JE/58407

For official use

General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships†		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not write in this margin

†Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet


Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships†		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships†		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in
this margin


Please complete
legibly, preferably
in black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	FRANCIS DAVID LONGSTAFF.		
Previous name(s) (note 3)			
Address (notes 4 & 7)	72, Broadmarsh Lane		
	Freeland		
	Oxon.	Postcode	
I consent to act as secretary of the company named on page 1			
Signature			Date 13/6/86

Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature			Date

Delete if the form is
signed by the
subscribers.

Signature of agent on behalf of subscribers 	Date 13/6/86
--	--------------

Delete if the form is
signed by an agent
on behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

Please complete
legibly, preferably
in black type, or
bold block lettering

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 1
to Form No. 10

Company number

Name of company

*Insert full name
of company

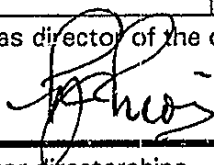
* HEREFORD CATHEDRAL SCHOOL

Particulars of other directors (continued)

Name (note 3)	PRIOR PETER JAMES	Business Occupation	COMPANY DIRECTOR
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	PATHWAYS, SUTTON St. NICHOLAS, HEREFORD		
		Date of birth (where applicable) (note 6)	
	Postcode		

I consent to act as director of the company named above (notes 9 and 10)

Signature



Date 15-6-86.

Particulars of other directorships

TREBOR LIMITED.

MARTIN PRIOR LIMITED

HOLDEN HYDRAMAN LIMITED

Delete if
inappropriate

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Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

Please complete
legibly, preferably
in black type, or
bold block lettering

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 2.
to Form No. 10

Company number

Name of company

*Insert full name
of company

* HEREFORD CATHEDRAL SCHOOL

Particulars of other directors (continued)

Name (note 3)	BLACKLER FREDERICK ROY WHITWORTH	Business Occupation
		RETIRED
Previous name(s) (note 3)		Nationality
Address (note 4)	64, LICHFIELD AVENUE, HEREFORD	BRITISH
		Date of birth (where applicable) (note 8)
	Postcode	2-12-1920
	HR1 2RL	

I consent to act as director of the company named above (notes 9 and 10)

Signature

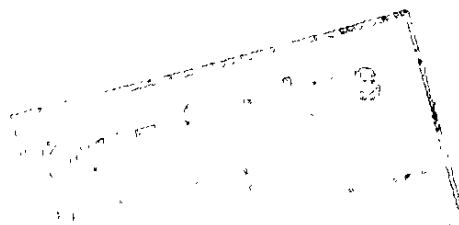
[Handwritten Signature]

Date

13-6-86

Particulars of other directorships

NONE



Please do not
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this margin

COMPANIES FORM No. 10 (cont.)

Please complete
legibly, preferably
in black type, or
bold block lettering

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 3.
to Form No. 10

Company number

Name of company

*Insert full name
of company

* HEREFORD CATHEDRAL SCHOOL

Particulars of other directors (continued)

Name (note 3) EVANS ELIZABETH MARGARET ELLIOT		Business Occupation SPEECH THERAPIST
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) THE LAMBS, NUNNINGTON, HEREFORD		Date of birth (where applicable) (note 6)
	Postcode HR1 3NJ	

I consent to act as director of the company named above (notes 9 and 10)

Signature E.M.E. Evans.

Date 13. 6. 86.

Particulars of other directorships
NONE

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inappropriate

continued overleaf

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this margin

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Please complete
legibly, preferably
in black type, or
bold block lettering

Continuation sheet No 4
to Form No. 10

Company number

Name of company

*Insert full name
of company

• HEREFORD CATHEDRAL SCHOOL

Particulars of other directors (continued)

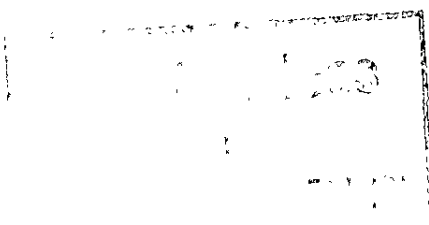
Name (note 3) GARLAND WALLACE		Business Occupation COMPANY DIRECTOR
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 15, PAVENSBORNE GARDENS, EALING ,		Date of birth (where applicable) (note 6)
LONDON		
Postcode	W13 8EW	

I consent to act as director of the company named above (notes 9 and 10)

Signature *Garland* Date 18th June 1986

Particulars of other directorships

TREBOR LIMITED.



Please do not
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COMPANIES FORM No. 10 (cont.)

Please complete
legibly, preferably
in black type, or
bold block lettering

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 5
to Form No. 10

Company number

Name of company

*Insert full name
of company

* HEREFORD CATHEDRAL SCHOOL

Particulars of other directors (continued)

Name (note 3)	HAYNES PETER	Business Occupation	DEAN OF HEREFORD
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	THE DEANERY, THE CLOISTERS, HEREFORD		
		Date of birth (where applicable) (note 6)	
	Postcode		

I consent to act as director of the company named above (notes 9 and 10)

Signature

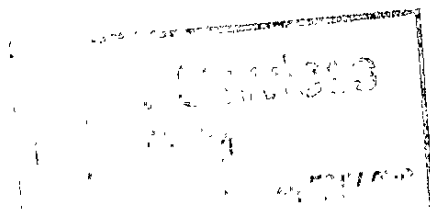
Peter Haynes

Date

16.6.1986

Particulars of other directorships

NONE



Please do not
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COMPANIES FORM No. 10 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. 6
to Form No. 10

Company number

Name of company

*Insert full name
of company

* HEREFORD CATHEDRAL SCHOOL

Particulars of other directors (continued)

Name (note 3)	ILES PAUL ROBERT	Business Occupation	RESIDENTIARY CANON
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	THE CANON'S HOUSE, THE CLOSE, HEREFORD		
	Postcode	Date of birth (where applicable) (note 6)	

I consent to act as director of the company named above (notes 9 and 10)

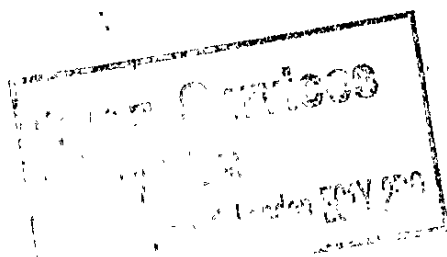
Signature

Paul R. Iles

Date *13 June 1986*

Particulars of other directorships

NONE



†Delete if
inappropriate

continued overleaf

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this margin

COMPANIES FORM No. 10 (cont.)

Please complete
legibly, preferably
in black type, or
bold block lettering

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 7.
to Form No. 10

Company number

Name of company

*Insert full name
of company

* HEREFORD CATHEDRAL SCHOOL

Particulars of other directors (continued)

Name (note 3) MASON KEVIN GARRETT	Business Occupation CHARTERED SURVEYOR
Previous name(s) (note 3)	Nationality BRITISH
Address (note 4) THE OLD RECTORY, FOWNHOPE, HEREFORD	Date of birth (where applicable) (note 6)
Postcode	

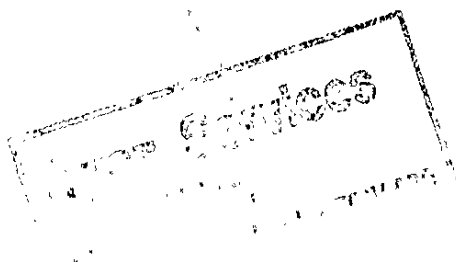
I consent to act as director of the company named above (notes 9 and 10)

Signature

Date 16/6/86.

Particulars of other directorships

KFOR Ltd.
Cedarglen Ltd.



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COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Please complete
legibly preferably
in black type, or
bold black lettering

Continuation sheet No 8
to Form No. 10

Company number

Name of company

*Insert full name
of company

HEREFORD CATHEDRAL SCHOOL

Particulars of other directors (continued)

Name (note 3)	McCONNACHIE ALEXANDER ALISTAIR	Business Occupation	BANKER
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	ROSE BANK, RECTORY ROAD, HAMPTON BISHOP	Date of birth (where applicable) (note 6)	
	HEREFORD		
	Postcode		

I consent to act as director of the company named above (notes 9 and 10)

Signature

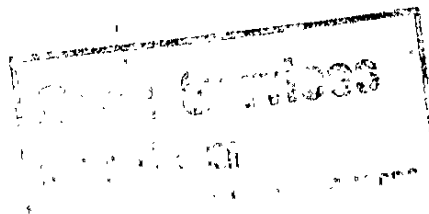
McConnachie

Date

13 June 1986

Particulars of other directorships

NONE



†Delete if
inappropriate

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this margin

COMPANIES FORM No. 10 (cont.)

Please complete
legibly, preferably
in black type, or
bold block lettering

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No 9
to Form No. 10

Company number

Name of company

*Insert full name
of company

* HEREFORD CATHEDRAL SCHOOL

Particulars of other directors (continued)

Name (note 3)	NELSON GERALD BRIAN	Business Occupation	COMPANY DIRECTOR
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	64, WAFOD ROAD, HEREFORD.	Date of birth (where applicable) (note 8)	
	Postcode	HRI 1SQ	

I consent to act as director of the company named above (notes 9 and 10)

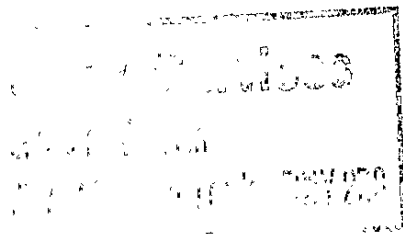
Signature

GB Nelson

Date 13-6-86

Particulars of other directorships

H.P. BULMER LTD
DENTON REUSS LTD
DOMECK (U.K.) LTD



*Delete if
inappropriate

continued overleaf

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

Please complete
legibly, preferably
in black type, or
bold block lettering

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No 10
to Form No. 10

Company number

Name of company

*Insert full name
of company

HEREFORD CATHEDRAL SCHOOL

Particulars of other directors (continued)

Name (note 3)	PEACH	JOHN VINCENT	Business Occupation
			UNIVERSITY TUTOR
Previous name(s) (note 3)			Nationality
Address (note 4)	6, CHARLBURY ROAD, OXFORD.		BRITISH
			Date of birth (where applicable) (note 6)
	Postcode		

I consent to act as director of the company named above (notes 9 and 10)

Signature

J.V. Peach.

Date *18th June 1986*

Particulars of other directorships

NONE

Delete if
inappropriate

continued overleaf

Please do not
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this margin

COMPANIES FORM No. 10 (cont.)

Please complete
legibly, preferably
in black type, or
bold block lettering

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 11
to Form No. 10

Company number

Name of company

Insert full name
of company

*
HEREFORD CATHEDRAL SCHOOL

Particulars of other directors (continued)

Name (note 3)	TILLER JOHN	Business Occupation	RESIDENTIARY CANON
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	THE CANON'S HOUSE, 3, St. JOHN STREET, HEREFORD.	Date of birth (where applicable) (note 6)	22.6.38
	Postcode	HR1 2NB	

I consent to act as director of the company named above (notes 9 and 10)

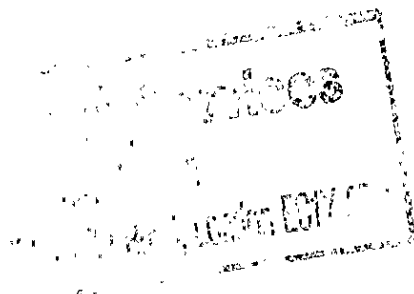
Signature

Date

15-6-86

Particulars of other directorships

NONE



delete if
appropriate

continued overleaf

G

COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

Note
This declaration should accompany the application for the registration of the company

* Insert full name of company

For official use
[] [] []

Company number
2081261

Name of company

* HEREFORD CATHEDRAL SCHOOL

I, RICHARD EDWARD SWANN LOWE
of 32 WIDEMARSH STREET, HEREFORD, HR4 9EP

† delete as appropriate

John Shear
a [Solicitor engaged in the formation of the above-named company] ~~[person named as director or secretary of the above company in the statement delivered under section 10 of the above Act]~~† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at *St Paul John Shear Hereford*
the *9th* day of *July*
One thousand nine hundred and *Eighty Six.*
before me *[Signature]*

Declarant to sign below

[Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presenter's name address and reference (if any):

MARSDEN LOWE & Co.
Solicitors
32 Widemarsh Street
Hereford
HR4 9EP

Ref. RL/JF/58407

For official Use	
New Companies Section	Post room

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2081261


I hereby certify that

HEREFORD CATHEDRAL SCHOOL

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

5TH DECEMBER 1986


D. H. WILLIAMS

an authorised officer