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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

[] [] [] []

2440509

Name of company

* THE KING'S SCHOOL, ELY

* insert full
name of Company

I, PETER FREDERICK BARTON BEESLEY
of LEE BOLTON & LEE, 1 THE SANCTUARY, WESTMINSTER,
SW1P 3JT

† delete as
appropriate

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 Dean Farrow Street
in the City of Westminster

Declarant to sign below

the 20th day of September
One thousand nine hundred and eighty nine
before me

P.F. Beesley

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

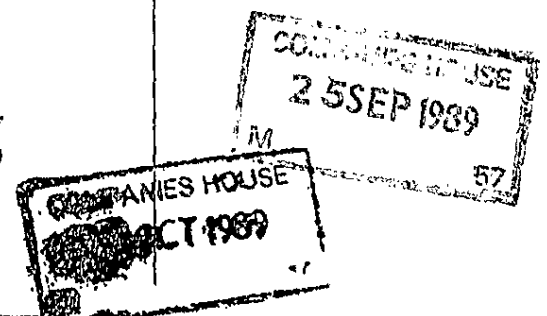
Presentor's name address and
reference (if any):

LEE BOLTON & LEE
1 THE SANCTUARY
WESTMINSTER
SW1P 3JT

Ref: 210/PFBG/RWG/108905152

For official Use
New Companies Section

Post room



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
log'bly, preferably
in black type, or
bold block lettering**

For official use

Company number

T	-	T	-	T	-
I		f		i	
L	m	t	m	t	-

Name of company

Note

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

* THE KING'S SCHOOL, ELY

* insert full name
of company

1, PETER FREDERICK BARTON BEESLEY.
of LEE BOLTON & LEE 1, THE SANCTUARY, WESTMINSTER
SW1P 8JY

+ delete as appropriate

~~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 1 Kern Farm Street
in the City of Westminster

Declarant to sign below

the 20th day of September

One thousand nine hundred and eighty nine

before me _____

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

DAVID JOHN PASILLIO

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

EE BOLTON & LEE
1 THE SANCTUARY
WESTMINSTER
SW1E 3JT
Ref. 210/PFOO/RWG/
108905332

For official Use
New Companies Section

Post room



G

COMPANIES FOHM No. 10.

Statement of first directors
and secretary and intended
situation of registered office

NE3

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

Name of company

* insert full name
of company

* THE KING'S SCHOOL, ELY

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

THE BURSAR'S OFFICE
THE KING'S SCHOOL
ELY CAMBS. E
Postcode CB7 4AB

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

LEE BOLTON & LEE
1 THE SANCTUARY
WESTMINSTER
SW1P 3JT
Postcode

Number of continuation sheets attached (see note 1)

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

LEE BOLTON & LEE
1 THE SANCTUARY
WESTMINSTER
SW1P 3JT

Ref: 210/PFBG/RWG
210/1989

For official Use
General Section

Post room

COMPANIES HOUSE
25 SEP 1989

COMPANIES HOUSE

25 OCT 1989

M. 10

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:

Please do not write in this margin

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	

† 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)		ANTHONY MICHAEL BOOTH	
Previous name(s) (note 3)			
Address (notes 4 & 7)		6 THE BAANBLES	
TRUMPINGTON		CAMBRIDGE	
CAMBS		Postcode	CB2 2LY.
I consent to act as secretary of the company named on page 1			
Signature		Date 30 August 1989	

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
LEE BOLTON & LEE		24 Sept 1989

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	1 THE SANCTUARY	Date
Signed	WESTMINSTER	Date
Signed	SW1P 3JT	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

"THE KING'S SCHOOL, ELY"

Particulars of other directors (continued)

Name (note 3)	<u>WILLIAM JAMES PATTERSON</u>	Business Occupation	<u>CLERK IN HOLY ORDERS</u>
Previous name(s) (note 3)		Nationality	<u>BRITISH</u>
Address (note 4)	<u>THE DEANERY, THE COLLEGE, ELY, CAMBRIDGESHIRE</u>	Date of birth (where applicable) (note 6)	<u>N/A</u>
	Postcode	<u>CB7 4DN</u>	<u>X</u>

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

Signature

W. J. Patterson

Date 30/6/89

Particulars of other directorships

ELY CATHEDRAL SHOP LTD

ELY

WALSINGHAM ENTERPRISES

ELY DIOCESAN BOARD OF FINANCE

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

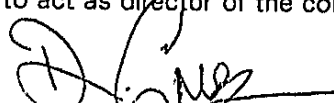
* THE KING'S SCHOOL, ELY

Particulars of other directors (continued)

Name (note 3) DENNIS JOHN GREEN	Business Occupation CLERK IN HOLY ORDERS
Previous name(s) (note 3)	Nationality BRITISH.
Address (note 4) THE BLACK HOSTELRY, THE COLLEGE, ELY, CAMBRIDGESHIRE	Date of birth (where applicable) (note 6) N/A
Postcode CB7 4DL	

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

Signature



Date 1. 9. 89.

Particulars of other directorships

ELY CATHEDRAL SHOP LTD.
WALSINGHAM ENTERPRISES LTD.
DIOCESAN BOARD OF FINANCE

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 3
to Form No. 10

Company number

Name of company

*Insert full name
of company

* <u>THE KING'S SCHOOL, ELY</u>

Particulars of other directors (continued)

Name (note 3) <u>JAMES RONE</u>		Business Occupation <u>CLERK IN HOLY ORDERS</u>
Previous name(s) (note 3)		Nationality <u>BRITISH</u>
Address (note 4) <u>25 LARK ROAD, MILDENHALL</u> <u>SUFFOLK</u>		Date of birth (where applicable) (note 6) <u>N/A.</u>
	Postcode <u>IP28 7LA</u>	

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

Signature

James Rone

Date

15/10/1989

Particulars of other directorships

ELY DIOCESAN BOARD OF FINANCE.

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 4
to Form No. 10

Company number

Name of company

*Insert full name
of company

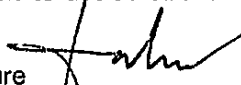
* THE KING'S SCHOOL, ELY

Particulars of other directors (continued)

Name (note 3) DENNIS ALBERT ADAMS		Business Occupation / COMPANY DIRECTOR
Previous name(s) (note 3)		Nationality X
Address (note 4) BLEACH HOUSE, 6 THE GREEN GLINTON, PETERBOROUGH, CAMBRIDGESHIRE		ENGLISH
Postcode	PE6 7JN	Date of birth (where applicable) (note 6) N/A.

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

Signature



Date

29-VIII-89

Particulars of other directorships

SPORTS NATIONWIDE LIMITED.
ANGLIA LEISURE LIMITED.
MUSEUM OF WORLD RAILWAYS LTD.

Bury St Edmunds.
PETERBOROUGH.
PETERBOROUGH.

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 5
to Form No. 10

Company number

Name of company

*Insert full name
of company

* THE KING'S SCHOOL, ELY

Particulars of other directors (continued)

Name (note 3) <u>DOUGLAS EDGAR MILLS</u>		Business Occupation <u>Retired University Teacher</u>
Previous name(s) (note 3)		Nationality <u>UK</u>
Address (note 4) <u>NETS CROFT, TINKERS LANE</u> <u>KINGSTON, CAMBRIDGE</u>		Date of birth (where applicable) (note 6) <u>N/A</u>
Postcode	<u>CB3 7NW</u>	

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

Signature D. E. Mills Date 1 September 1989

Particulars of other directorships

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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 6
to Form No. 10

Company number

Name of company

*Insert full name
of company

* <u>THE KING'S SCHOOL, ELY</u>

Particulars of other directors (continued)

Name (note 3) <u>MARGUERITE BULMAN</u>	Business Occupation <u>Retired</u>
Previous name(s) (note 3)	Nationality <u>British</u>
Address (note 4) <u>THE WHITE COTTAGE,</u> <u>18 MOUNT PLEASANT, CAMBRIDGE</u>	Date of birth (where applicable) (note 6) <u>N/A</u>
Postcode <u>CB3 0BL</u>	

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

Signature Marguerite Bulman

Date 31-01-89

Particulars of other directorships

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 7
to Form No. 10

Company number

Name of company

*Insert full name
of company

* <u>THE KING'S SCHOOL, ELY</u>

Particulars of other directors (continued)

Name (note 3) <u>JOHN EPHRAIM SEAMAN</u>		Business Occupation <u>RETIRED EXECUTIVE ENGINEER</u>
Previous name(s) (note 3)		Nationality <u>BRITISH</u>
Address (note 4) <u>SYDNEY HOUSE, 28 HIGH ST.</u>		Date of birth (where applicable) (note 6) <u>N/A</u>
<u>WILBURTON, ELY, CAMBRIDGESHIRE</u>		
Postcode	<u>CB6 3RB</u>	

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

Signature



Date

6th Sept 1989

Particulars of other directorships

NONE.

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 8
to Form No. 10

Company number

Name of company

*Insert full name
of company

* <u>THE KING'S SCHOOL, ELY</u>

Particulars of other directors (continued)

Name (note 3) <u>ERIC JOHN GOODRICH</u>	Business Occupation <u>RETIRED</u>
Previous name(s) (note 3)	Nationality <u>BRITISH</u>
Address (note 4) <u>60 SILVER STREET, ELY</u> <u>CAMBRIDGESHIRE</u>	Date of birth (where applicable) (note 6) <u>N/A</u>
Postcode <u>CB7 4TF</u>	

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

Signature E. J. Goodrich Date 31st August 1989

Particulars of other directorships

Ely. Diocesan Board of Finance.

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 9
to Form No. 10

Company number

Name of company

*Insert full name
of company

* <u>THE KING'S SCHOOL, FLY</u>

Particulars of other directors (continued)

Name (note 3) <u>JOHN EDGAR BRANOE</u>	Business Occupation <u>CHARTERED</u> <u>ACCOUNTANT</u>
Previous name(s) (note 3) <u>NONE</u>	Nationality <u>BRITISH</u>
Address (note 4) <u>LODGE FARM HOUSE, ROSSWAY,</u> <u>BERKHAMSTED, HERTFORDSHIRE</u>	Date of birth (where applicable) (note 6) <u>N/A.</u>
Postcode <u>HP4 3UD</u>	

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

Signature

John E. Brano

Date 24 AUGUST 1991

Particulars of other directorships

NORMAN R. ADAMS LIMITED
WATERLOO PLACE ADMINISTRATION LIMITED

COMPANIES FORM No. 10 (cont.)

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

* THE KING'S SCHOOL, ELY.

Particulars of other directors (continued)

Name (note 3) <u>MARGARET CONSTANCE GREEN</u>		Business Occupation <u>X Homewife</u> <u>Justice of the Peace</u>
Previous name(s) (note 3)		Nationality <u>X</u>
Address (note 4) <u>QUANEA, ELY, CAMBRIDGESHIRE</u>		<u>BRITISH</u>
Postcode <u>CB7 5TU</u>		Date of birth (where applicable) (note 6) <u>N/A</u>

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

Signature

Margaret Green

Date 11. September 1989

Particulars of other directorships

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 11
to Form No. 10

Company number

Name of company

*Insert full name
of company

* <u>THE KING'S SCHOOL, ELY.</u>

Particulars of other directors (continued)

Name (note 3) <u>JOSEPH BRAND</u>	Business Occupation <u>born Merchant</u>
Previous name(s) (note 3)	Nationality <u>x</u>
Address (note 4) <u>HEReward HOUSE, MAIN ST.,</u> <u>WITCHFORD, ELY, CAMBRIDGESHIRE</u>	<u>Boston</u>
Postcode <u>CB6 2HL x</u>	Date of birth (where applicable) (note 6) <u>N/A</u>

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

Signature

Date 30.8.89

Particulars of other directorships

GROVEMERE HOLDINGS LTD

ANGLIA AGRICULTURAL MERCHANTS LTD

TEAM INTERVENTION LTD

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 12 to Form No. 10

Company number

Name of company

*Insert full name of company

* THE KING'S SCHOOL, ELY

Particulars of other directors (continued)

Name (note 3) DAVID OWEN ARTHUR MORSEY		Business Occupation X FARMER
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) STUNTNEY HALL, ELY, CAMBRIDGESHIRE		Date of birth (where applicable) (note 6) N/A.
	Postcode CB7 5TL	

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

Signature	Date
	29/8/89

Particulars of other directorships

COLE AMBROSE LTD.
STUNTNEY HALL, ELY, CAMBS.

ELY AGRONOMY GROUP LTD.
UNITED FRAMLINGHAM FARMERS
NEW ROAD, FRAMLINGHAM
WOODBRIDGE, SUFFOLK.

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)

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

Continuation sheet No 13
to Form No. 10

Company number

Name of company

*Insert full name
of company

* <u>THE KING'S SCHOOL, ELY</u>

Particulars of other directors (continued)

Name (note 3) <u>MARILYN THOMPSON</u>		Business Occupation
<u>NICKSON</u>		<u>LECTURER</u>
Previous name(s) (note 3)		Nationality
Address (note 4) <u>10, LONG ROAD, CAMBRIDGE</u>		<u>CANADIAN</u>
<u>CAMBRIDGESHIRE</u>		Date of birth (where applicable) (note 6) <u>N/A</u>
Postcode	<u>CB2 2PS</u>	

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

Signature M.T. Nickson

Date 12.9.89

Particulars of other directorships

COMPANIES FORM No. 10 (cont.)

Statement of first directors and
secretary and intended situation
of registered office (continuation)Continuation sheet No 4
to Form No. 10

Company number

Name of company

*Insert full name
of company

* <u>THE KING'S SCHOOL, ELY.</u>

Particulars of other directors (continued)

Name (note 3) <u>ARNOLD EMERY WILLIS</u>	Business Occupation <u>MEMBER OF THE</u> <u>INTERNATIONAL STOCK EXCHANGE</u>
Previous name(s) (note 3)	Nationality <u>BRITISH</u>
Address (note 4) <u>THE OLD VICARAGE,</u> <u>BROXTED, NR. DUNMOW, ESSEX</u>	Date of birth (where applicable) (note 6) <u>N/A.</u>
Postcode <u>CM6 2BU</u>	

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

Signature

Arnold E. Willis

Date

20/9/89

Particulars of other directorships

WILLIS TOYS LIMITED

X

COMPANIES ACTS 1948 to 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



2640509

MEMORANDUM OF ASSOCIATION

of

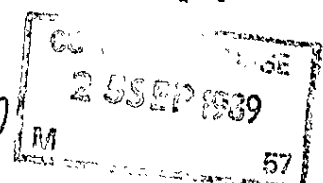
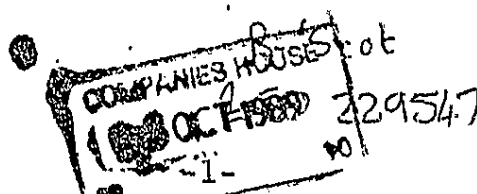
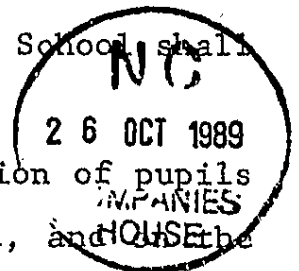
THE KING'S SCHOOL, ELY



1. The name of the Company is "THE KING'S SCHOOL, ELY"
2. The Registered office of the Company will be situate in England
3. The object for which the Company is established is to advance the education of the public including education in the doctrines and practice of the Church of England and in furtherance of that object but not further or otherwise the Company shall have the following powers:-

(A) To establish carry on and endow any School or Schools and to acquire any school and in particular The King's School, Ely as a going concern subject to any liabilities relating thereto and subject to the terms of any Trust Deed or Charity Commission scheme which may affect the same but so that each such School shall be carried on as an educational Charity.

- (B) To provide for the training and instruction of pupils in any school so acquired or established, and on the basis of Church of England principles to provide such pupils with spiritual, moral, mental and physical training.



- (C) To provide, erect, construct, lay down, carry out, enlarge, alter, maintain, improve, equip, manage and superintend (and by subsidiary endowment or contribution or otherwise assist or take part in so doing) any school houses, boarding and residential houses for the use and accommodation of pupils and staff, classrooms, laboratories, gymnasiums, sanatoriums, playgrounds and playing fields, swimming baths, reading rooms, libraries and studios and generally any buildings, works, machinery and conveniences that may be necessary for the promotion of the Company's object.
- (D) To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for its primary charitable object.
- (E) To create and administer and assist in the creation and administration of scholarships, exhibitions and bursaries.
- (F) To undertake and execute either gratuitously or otherwise any charitable trust the undertaking and execution whereof shall further the attainment of the Company's object.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Company's object.

- (H) Subject to such consents as may be required by law to sell, exchange, let mortgage, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Company as may be necessary with a view to the promotion of its object.
- (I) Subject to such consents as may be required by law to borrow and raise money and secure or discharge any debt or obligation of the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (J) To invest any moneys of the Company not immediately required for its purposes in or upon such investments, securities or property of whatsoever nature as may be thought fit, and to vary the investment thereof in such manner as may from time to time be determined.
- (K) To establish and support or aid in the establishment and support of any charitable associations, institutions or trusts, and to subscribe or guarantee money for charitable purposes in any way connected with the object of the Company or which shall further its interests or any of them.
- (L) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees of the Company and their widows and other dependents.

(M) To do all such other lawful things as shall further the Company's object.

Provided that:-

(a) In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts

(b) The object of the Company shall not extend to the regulation of relations between workers and other employers or organisations of workers and organisations of other employers

(c) 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 Governing Body 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 Governing Body have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Governing Body 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

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the object of the Company 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 the members of the Company.

Provided that nothing herein 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 the Governing Body) for any services rendered to the Company

(b) of interest on money lent by any member of the Company (or of its Governing Body) at a rate per annum not exceeding 2 per cent less than the base lending rate for the time being of Barclays Bank plc or 3 per cent whichever is the greater;

(c) of reasonable and proper rent for premises demised or let by any member of the Company (or of its Governing Body);

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Governing Body may be a member holding not more than 1/100th part of the capital of that company

(e) to any member of its Governing Body of out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its 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 amongst

themselves such amount as may be required not exceeding one pound.

7. If upon the winding up or dissolution of the Company there remains, after 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 institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed upon the Company under or by virtue of Clause 4 of this Memorandum of Association, such charitable institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default by the Charity Commissioners and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

W. J. Patterson

WILLIAM JAMES PATTERSON,
THE DEANERY,
ELY. CB3 4DN
Clerk in Holy Orders.

John E. Grande
JOHN EDGAR GRANDE
LODGE FARM HOUSE
ROSWAY
BERKHAMSTED Herts
HPK 3UD.
CHARTERED ACCOUNTANT.

David Owen Arthur Morbey

DAVID OWEN ARTHUR MORBEY
STUNTNEY HALL, ELY. CAMBS CB7 5TL
FARMER.

DATED this THIRTIETH day of AUGUST 1989

WITNESS to the above signatures:-

Anthony Michael Booth

A. M. BOOTH (ANTHONY MICHAEL
BOOTH)
6 THE BRANBIES
TRUMPINGTON
-7- CAMBRIDGE CB2 2LY
BURRO

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE KING'S SCHOOL, ELY

GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act 1985
These Articles	These Articles of Association and the regulations of the Company from time to time in force.
The Chapter	The body corporate known as the Dean and Chapter of the Cathedral Church of the Holy and Undivided Trinity of Ely
The Company	The King's School, Ely
The Governing Body	The directors for the time being of the Company.
Governor	A member of the Governing Body

Office	The registered office of the Company
Seal	The Common Seal of the Company.
Secretary	The Secretary of the Company or any person appointed for the time being to perform his duties.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Year from the 1st January to the 31st December inclusive.
In writing	Written, printed, lithographed, or photographed, 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 shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. When any provision of the Act is referred to, the reference is to such provision as modified by any statute for the time being in force.

MEMBERS

3. For the purpose of registration the number of members of the Company is declared not to exceed 100, but the Governing Body may from time to time register an increase of members.

4. The subscribers to the Memorandum of Association shall be members of the Company and also such other persons, as having consented by writing to become members, shall be admitted to

be members by the Governing Body and whose names shall be entered on the register of members.

5. The rights and privileges of a member of the Company shall be personal to the member and shall cease on death.

6. Every member shall be subject to the provisions of these Articles in relation to his membership and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to his becoming a member.

7. A Member may at any time by notice in writing to the Company resign his membership and the name of a member so resigning shall forthwith be removed from the register of members and he shall thereupon cease to be a member of the Company, but he may be re-admitted to membership. The Company shall also remove from the register of members the name of any member who shall die and whose death shall be proved to the satisfaction of the Company.

8. The Governing Body may resolve that any member of the Company not being a Governor shall cease to be a member of the Company, and forthwith upon the passing of any such resolution the member named therein shall cease to be a member of the Company and his name shall be removed from the register of members.

GENERAL MEETINGS

9. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it, 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 Governing Body or its Chairman shall appoint.

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

11. The Governing Body or its Chairman may, whenever it or he thinks 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 requisitions as provided by the Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governors or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governing Body or its Chairman.

NOTICE OF GENERAL MEETINGS

12. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in

General Meeting, to such persons as are under the Articles of the Company entitled to receive such notice from the Company. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

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

PROCEEDINGS AT GENERAL MEETINGS

14. All business that is transacted at an Extraordinary General Meeting shall be deemed special, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Governing Body, the appointment of Governors and of the Auditors and the fixing of the remuneration of the Auditors.

15. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as therein otherwise

provided, one half of the members present in person shall be a quorum.

16. If within fifteen minutes 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 to such other day and at such other time and place as the Chairman of the meeting shall appoint, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the members present shall be a quorum.

17. The Chairman (if any) of the Governing Body shall preside as Chairman at every General Meeting of the Company, but if there be no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice-Chairman (if any) of the Governing Body shall preside as Chairman of the meeting, but if there be no such Vice-Chairman, or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Governors present shall choose one of their member to be Chairman of the meeting.

18. If at any meeting no Governors shall be willing to act as Chairman, or if no Governors shall be present within fifteen minutes after the time appointed for holding the meeting, the members of the Company present shall choose one of their number to be Chairman of the meeting.

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, 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. Notice of an adjourned meeting shall be given as in the case of an original meeting except that the length of notice to be given shall be seven days at the least exclusive of the day on which the notice is served or deemed to be served and of the day of which it is given.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members of the Company present in person and entitled to vote unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(A) by the Chairman; or

(B) by at least three members present in person; or

(C) by any member or members present in person and 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 on a show of hands 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.

The demand for a poll may be withdrawn.

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

22. If a poll is duly demanded 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. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands take place or at which the poll is demanded shall be entitled to a second or casting vote.

24. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

25. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. The resolution may consist of more than one document in the like form, each signed by one or more than one person.

VOTES OF MEMBERS

26. Subject as hereinafter provided, every member of the Company shall have one vote, and no member shall vote by proxy.

27. Any corporation which is a member of the Company, may by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall

be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

28. No member shall be entitled to be present or to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid, but any accidental admission of a vote which is not authorised under this Article shall not invalidate the resolution upon which it was given.

MEMBERS of the GOVERNING BODY

29. Until otherwise determined by a General Meeting the number of Governing Body shall be fifteen.

30. The Governors shall consist of:-

(A) Three Capitular Governors, being members of the Chapter, appointed by the Chapter

The following persons shall be the first Capitular Governors and shall be entitled to hold office from the date of incorporation until their vacation of office under the provisions of Article 36 or retirement under the provisions of Articles 37, 38 and 39 hereof:-

The Very Reverend William James Patterson, Dean of Ely, of The Deanery, The College,

The Reverend Canon Dennis John Green, of The Black Hostelry, The College,

both in Ely in the County of Cambridgeshire, and

The Reverend Canon James Rone, of 25 Lark Road,

Mildenhall, in the County of Suffolk

(B) Six Representative Governors, to be appointed as follows:-

Two, not being members of the Chapter, by the Chapter;

One by the University of Cambridge;

One by the Ely Diocesan Education Committee;

One by the Cambridgeshire County Council;

One by the Trustees for the time being of the Needhams Foundation

The following persons shall be five of the first Representation Governors and shall be entitled to hold office from the date of incorporation until their vacation of office under the provisions of Article 36 or retirement under the provisions of Articles 37, 38 and 39 hereof:-

As appointee of the Chapter -

Dennis Albert Adams, of Bleach House, 6 The Green, Glinton, Peterborough, in the County of Cambridgeshire;

As appointee of the University of Cambridge:-

Dr. Douglas Edgar Mills, of Netscroft, Tinkers Lane, Kingston, in the said county;

As appointee of the Ely Diocesan Education Committee:-

Marguerite Bulman, of The White Cottage, 18 Mount Pleasant, Cambridge, in the said county;

As appointee of the Cambridgeshire County Council:-

John Ephraim Seaman, of Sydney House, 28 High Street, Wilburton, Ely in the said county

As appointee of the Trustees for the time being of the Needhams Foundation:-

Eric John Goodrich, of 60 Silver Street, Ely in

the said county

- (C) Six Co-optative Governors to be appointed, except at first as hereinafter provided, by the Governing Body for the time being.

The following persons shall be the first Co-optative Governors and shall be entitled to hold office from the date of incorporation until their vacation of office under the provisions of Article 36 or retirement under the provisions of Articles 37, 38 and 39 hereof:-

John Edgar Grande, of Lodge Farm House, Rossway,
Berkhamsted, in the County of Hertfordshire;

Margaret Constance Green, of Quanea, Ely, in the
County of Cambridgeshire;

Joseph Brand, of Hereward House, Main Street,
Witchford, Ely, in the last-mentioned county;

David Owen Arthur Morbey, of Stuntney Hall, Ely,
in the last-mentioned county;

Dr. Marilyn Thompson Nickson, of 10 Long Road,
Cambridge, in the last-mentioned county; and

Arnold Emery Willis, of The Old Vicarage, Nr.
Dunmow, in the County of Essex

31. No person who is not a member of the Company shall be or act as a Governor.

POWERS OF THE GOVERNING BODY

32. The business of the Company shall be managed by the Governing Body, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised or done by the Company and as are not by

statute or by these Articles required to be exercised or done by the Company in General Meetings, subject nevertheless, to the provisions of any statute or of these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Governing Body which would have been valid if that regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Governing Body or by any other Article.

33. The Governing Body may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets or any part thereof and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

34. Subject to the provisions of the Company's Memorandum of Association and these Articles, the Governing Body may make rules with respect to the carrying into effect of all or any of the purposes of the Company or all or any of the provisions of these Articles.

35. A Governor may within the terms permitted by Clause 4 of the Memorandum contract with and be interested in any contract or proposed contract with the Company, and shall not be liable to account for any profit made by him by reason of any such contract, provided that the nature of the interest of the Governor in any such contract must be declared at a meeting of the Governing Body as required by the Act. No Governor shall vote as such in respect of any contract or arrangement in

which he shall be interested, but this prohibition shall not apply to any contract or arrangement for giving to a Governor security for any advance made or guarantee given by him to or for the benefit of the Company, or to any contract or arrangement for or relating to any allotment or proposed allotment of debentures to a Governor

DISQUALIFICATION OF GOVERNORS

36. The office of a Governor 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 by notice in writing to the Company he resigns his office.
- (D) If he ceases to hold office or is prohibited from holding office by virtue of any provision of the Act.
- (E) If he absents himself from the meetings of the Governing Body during a continuous period of twelve months without special leave of absence from the Governing Body and they pass a resolution that he has by reason of such absence vacated office.
- (F) If he is removed from office by a resolution passed by a majority of not less than two-thirds of the Governing Body at a meeting of the Governing Body whereat not less than one-half of the Governing Body for the time being are present.
- (G) In the case of a Representative Governor on the termination of his term of office to represent the body originally appointing him.

RETIREMENT OF GOVERNORS BY ROTATION

37. At the first meeting of the Governing Body to be held after the Company's first Annual General Meeting and at the first meeting of the Governors to be held after the Company's Annual General Meeting in every subsequent year, 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 one-third, shall retire from office.

38. A retiring Governor shall retain his office until the conclusion of the meeting at which his successor is appointed and may be re-appointed.

39. The Governors to retire shall be those who shall at the date of retirement have been longest in office. As between persons who became Governors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

40. At the meeting at which a co-optative Governor retires pursuant to Articles 37, 38 and 39 hereof the Governing Body may fill the vacated office by appointing a person thereto, and in default the retiring Governor shall, if offering himself for re-appointment, be deemed to have been re-appointed unless a resolution for his re-appointment shall have been put to the meeting and lost.

41. Notwithstanding anything in these Articles the Company may by Ordinary Resolution, of which special notice has been given to all members of the Company in accordance with the Act, remove any Governor before the expiration of his period of office.

PROCEEDINGS OF THE GOVERNING BODY

42. The Governing Body or any committee of the Governing Body may meet together for the despatch of business, adjourn and

otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three. Unless otherwise determined five shall be a quorum. 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.

43. The Chairman or Vice-Chairman of the Governing Body may, and on the request of three Governors the Secretary shall, at any time summon a meeting of the Governing Body. It shall not be necessary to give notice of a meeting of the Governing Body to any Governor who is for the time being absent from the United Kingdom.

44. The Governors for the time being may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or in accordance with these Articles as the necessary quorum of Governors, it shall be lawful for them to act for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

45. The Governing Body shall from time to time elect from amongst their number a Chairman and a Vice-Chairman, and shall determine for what period, so long as they continue as Governors, they are to hold office, The Chairman shall be entitled to preside at all meetings of the Governing Body at which he shall be present. If there shall be no Chairman, or if at any meeting he is not present within five minutes after the time appointed for holding the meeting, the Vice-Chairman shall act as Chairman of the meeting, and if no Vice-Chairman is elected, or if at any meeting he is not present within five

minutes after the time appointed for holding the meeting, the Governors present shall choose one of their number to be Chairman of the meeting. A retiring Chairman and Vice-Chairman may be re-elected. The Governing Body may fill any casual vacancy in the office of Chairman and Vice-Chairman, but any Governor appointed to fill such a vacancy shall be entitled to continue in office only so long as he shall remain a Governor or so long as the Chairman or Vice-Chairman in whose place he is appointed would (if continuing to be a Governor) have been entitled to continue in office, whichever period shall be the shorter.

46. A meeting of the Governing Body at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Governing Body generally.

47. The Governing Body may delegate any of their powers (other than the power to borrow) to committees consisting of such Governor or Governors as they think fit, provided that the majority of the members of such committees shall be members of the Governing Body, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Governing Body. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Governing Body so far as applicable and so far as the same shall not be superseded by any regulations made by the Governing Body as aforesaid. Any committee appointed under this Article may co-opt as additional members thereof any persons whose assistance may be deemed to be of

value to the work of the committee. Provided that all acts and proceedings of any such committee should be reported back to the Governing Body as soon as possible.

48. All acts bona fide done by any meeting of the Governing Body or of any committee of the Governing Body or by any person acting as a Governor shall, notwithstanding 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, be as valid as if every such person had been duly appointed and was qualified to be a Governor

49. The Governing Body shall cause proper minutes to be made in books provided for the purpose of all appointments of officers made by the Governing Body and of the names of Governors present at each meeting of the Governing Body and of any committee of the Governing Body, and of all resolutions and proceedings at all meetings of the Company and of the Governing Body and of committees of the Governing Body, and any minutes of any meeting, if purporting to be signed by the Chairman of that meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.

50. A resolution in writing signed by all the members for the time being of the Governing Body or of any committee of the Governing Body entitled to receive notice of a meeting of the Governing Body or of any such committee of the Governing Body (as the case may be) shall be as valid and effectual as if it had been passed at a meeting of the Governing Body or of such committee duly convened and held. The resolution may consist

of more than one document in the like form, each signed by one or more than one person.

SECRETARY

51. The Secretary shall be appointed by the Governing Body for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Governing Body.

52. A provision of the Act 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 place of the Secretary.

THE SEAL

53. The Governing Body shall provide for the safe custody of the seal, which shall only be used by the authority of the Governing Body or of a committee of the Governing Body authorised by the Governing Body in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor or by some other person appointed by the Governing Body for the purpose.

HONORARY OFFICERS

54. The Governing Body may at any time and from time to time appoint any person, whether a member of the Company or not, to be President or a Vice-President or a Patron of the Company, but such offices shall be honorary offices, carrying no executive duties or responsibilities and no voting powers.

ACCOUNTS

55. The Governing Body shall cause proper books of account to be kept with respect to:-

(A) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

(B) all sales and purchases of goods by the Company; and

(C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

56. The books of account shall be kept at the office, or (subject to the Act at such other place or places as the Governing Body shall think fit, and shall always be open to the inspection of the Governing Body.

57. The Governing Body shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Governors, and no member (not being a Governor) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Governing Body or by the Company in General Meeting.

58. The Governing Body shall from time to time cause to be prepared and be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by law.

59. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall, not less than twenty-one clear

days before the date of the meeting, be sent to every member and to every holder of debentures of the Company. Provided that (A) this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. (B) If the copies of the documents aforesaid are sent less than twenty-one days before the date of the meeting, they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the members entitled to attend and vote at the meeting.

AUDIT

60. 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.

61. Auditors shall be appointed and their duties regulated in accordance with the Act the Governors being treated as the Directors mentioned in the Act.

NOTICES

62. 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 him at his registered address as appearing in the register of members.

63. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give an address within the United Kingdom at which notice may be served upon him shall be entitled to have notices served upon him at that address.

64. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing,

prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the notice is posted.

65. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(A) every member of the Company except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them; and

(B) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

66. Upon the winding up of the Company the provisions of Clause 7 of the Memorandum of Association shall have effect and be observed as if the same were repeated herein

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

W. J. Patterson

WILLIAM JAMES PATTERSON

THE DEANERY

ELY. CB7 4DN

CLERK IN HOLY ORDERS

John Edgar Grande

JOHN EDGAR GRANDE

LODGE FARM HOUSE

ROSSWAY

BERKHAMSTED

HERTS. HP4 3UD

CHARGED ACCOUNTANT

David Owen Arthur Morsey

FARMER.

DAVID OWEN ARTHUR MORSEY

STUNTNEY HALL, ELY, CAMBS CB7 5TL

DATED this ~~THIRTIETH~~ day of

~~AUGUST~~

1989

WITNESS to the above signatures:-

Anthony Michael Booth

ANTHONY MICHAEL BOOTH

6 THE BRANKIES

TRUMPINGTON

CAMBRIDGE CB2 2LY

BUSCAR.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2440509

I hereby certify that

THE KING'S SCHOOL, ELY

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 6 NOVEMBER 1989


P. BEVAN

an authorised officer



COMPANIES FORM No. 224

Notice of accounting reference date
(to be delivered within 6 months of
incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

2440509

Name of company

* THE KING'S SCHOOL, ELY.

* insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 0 8

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

† Delete as
appropriate

Signed

A.M. Booth

[Director] [Secretary] † Date

6 APRIL 1990

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

MR A.M. BOOTH
THE BURSAR'S OFFICE
THE KING'S SCHOOL
ELY, CAMBS. CB7 4DB

For official Use
General Section

Post room

COMPANIES HOUSE
10 APR 1990

Number of } 2440509
Company }

The Companies Act 1985

COMPANY LIMITED BY ~~SHARES~~ ^{GUARANTEE}

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF
THE KING'S SCHOOL, ELY

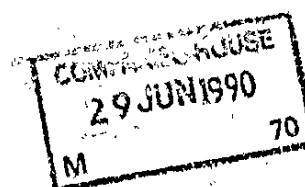
Passed 16th June, 19 90

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at
The Conference Room, The King's School, Ely, Cambridgeshire

on the 16th day of June, 19 90 the subjoined
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

See attached



Signature.....

A.M. Booth

Secretary of the Company

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

THE KING'S SCHOOL, ELY
(Incorporated on 6.11.89 under
No: 2440509)
SPECIAL RESOLUTION

The Articles of Association of the above-mentioned Company shall be amended as hereinafter appears.

(1) Article 30 shall be henceforth as follows:-

30. The Governors shall consist of:-

- (A) One Ex-officio Governor, being the Dean for the time being of the Cathedral Church of the Holy and Undivided Trinity, Ely: Provided that the Dean may from time to time appoint a member of the Chapter to act as Governor in his place for a period of three years or until he shall cease to hold office as Dean, whichever period shall be the shorter.
- (B) Four Representative Governors, to be appointed as follows:
 - Two by the Chapter, of whom one shall be a member of the Foundation of the said Cathedral Church;
 - One by the University of Cambridge;
 - One by the Ely Diocesan Education Committee

The following persons shall be three of the first such Representative Governors hereunder and shall be entitled to hold office from 16th June 1990 (date of Resolution) until their vacation of office under the provisions of Article 36 or retirement under the provisions of Articles 37, 38 and 39 hereof:-

As one of the appointees of the Chapter

Dennis Albert Adams

being the High Bailiff of the Cathedral Church of the Holy and Undivided Trinity, Ely, and thus a member of the Foundation of Bleach House, 6 The Green, Glinton, Peterborough in the County of Cambridgeshire

As appointee of the University of Cambridge

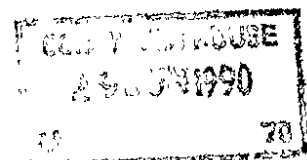
Dr. Douglas Edgar Mills

of Netscroft, Tinkers Lane, Kingston
in the County of Cambridgeshire

As appointee of the Ely Diocesan Education Committee

Walter Bebbington

of 73A Lynn Road, Ely
in the County of Cambridgeshire



- (C) Ten Co-optative Governors, to be appointed, except at first as hereinafter provided, by the Governing Body for the time being. The following persons shall be six of the first such Co-optative Governors and shall be entitled to hold office from 16th June 1990 (date of Resolution) until their vacation of office under the provisions of Article 36 or retirement under the provisions of Articles 37, 38 and 39 hereof:-

John Edgar Grande

of Lodge Farm House, Rossway, Berkhamsted
in the County of Hertfordshire

Margaret Constance Green

of Quanea, Ely
in the County of Cambridgeshire

Joseph Brand

of Hereward House, Main Street, Witchford, Ely
in the last-mentioned County

David Owen Arthur Morbey

of Stuntney Hall, Ely, in the last-mentioned County

Dr. Marilyn Thompson Nickson

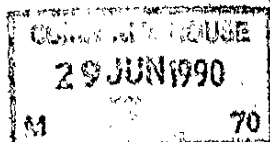
of 10 Long Road, Cambridge, in the last-mentioned County

Arnold Emery Willis

of The Old Vicarage, Broxted, Nr. Durrum, in the County of Essex

PROVIDED ALWAYS when appointing Co-optative Governors, the Governors shall secure that:-

- (1) At least one of the Co-optative Governors shall be designated by the Governors to represent the interests of the teaching staff of The King's School, Ely, following consultation with the Common Room Association of that School.
- (2) Of the said fifteen Governors, at least three shall be women, at least one shall be a former pupil of The King's School, Ely and not more than four shall be Clerks in Holy Orders.
- (2) In Article 37 for the expression "one-third of the Governors for the time being" there shall be substituted the expression "one-third of the Representative and Co-optative Governors for the time being".



A.M. Booth
A.M. Booth
Company Secretary
The King's School, Ely
16th June 1990