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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

Name of company

* SAINT BENEDICT SCHOOL TRUST

* Insert full
name of Company

I, SUSAN JANE MANN

of KING EDWARD HOUSE, NEW STREET, BIRMINGHAM B2 4QW

† 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 KING EDWARD HOUSE,
NEW STREET, BIRMINGHAM B2 4QW

Declarant to sign below

the 22nd day of JANUARY

One thousand nine hundred and NINETY TWO

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.

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

REES EDWARDS MADDOX
KING EDWARD HOUSE
NEW STREET
BIRMINGHAM
B2 4QW

REF: SJM

For official Use
New Companies Section

23 JAN 1992
COMPANIES
HOUSE

Post room

COMPANIES HOUSE
23 JAN 1992
M 43



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

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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

For official use

Company number

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

[]

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

Name of company

* SAINT BENEDICT SCHOOL TRUST

Note

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

*Insert full name of company

I, SUSAN JANE MANN

of KING EDWARD HOUSE, NEW STREET, BIRMINGHAM B2 4QW

†Delete as appropriate

a [Solicitor engaged in the formation of the above-named company] ~~person named as director~~

~~Secretary of the above company in the State of Delaware~~ 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 KING EDWARD HOUSE

NEW STREET

BIRMINGHAM B2 4QW

the 22nd day of January

One thousand nine hundred and ninety-two

before me Rachel Adams

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

Declarant to sign below

Suff Ma

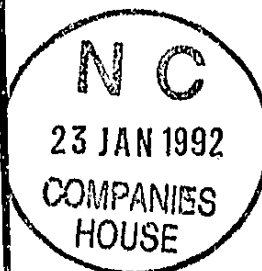
Presenter's name, address and reference (if any):

REES EDWARDS MADDOX
KING EDWARD HOUSE
NEW STREET
BIRMINGHAM
B2 4QW

REF: SJM

For official use
New Companies Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

Companies G30(5)(a)

1985 Edition
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**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN	2683655	For official use	P
SAINT BENEDICT SCHOOL TRUST			

Registered office of the company on
incorporation.

RO	DUFFIELD ROAD
	DARLEY ABBEY
Post town	DERBY
County/Region	DERBYSHIRE
Postcode	DE3 1JD

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

☐

Name	
RA	
Post town	
County/Region	
Postcode	

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

REES EDWARDS MADDOX	
KING EDWARD HOUSE	
NEW STREET BIRMINGHAM	Postcode B2 4QW
Telephone 021-643-0111	Extension REF: SJM

Company Secretary (See notes 1 - 5)Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS		
	GERTRUDE ENID	
	BARKER	
AD	1 BIRCHWOOD AVENUE	
	LITTLEOVER	
	Post town	DERBY
	County/Region	DERBYSHIRE
	Postcode	DE3 7QA
	Country	ENGLAND
I consent to act as secretary of the company named on page 1		

Consent signature

Signed ^{#4EB} *J. P. Barker* Date * 09/12/91

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD	VERY REVEREND	
	MICHAEL JOSEPH	
	HORRAX	
AD	12 GIBFIELD LANE	
	Post town	BELPER
	County/Region	DERBYSHIRE
	Postcode	DE5 1WA
	Country	ENGLAND
	Date of birth	1 0 0 7 2 4
	Nationality	NA BRITISH
OC	CATHOLIC PRIEST	
OD	NONE	
I consent to act as director of the company named on page 1		

*** Voluntary details****Consent signature**

Signed * *M. J. Horrax* Date * 7-12-91

COMPANIES FORM 10 (cont.)

Company Secretary (See notes 1-5)

Company Name and Number

Name SAINT BENEDICT SCHOOL TRUST

No. _____

Name

*Style/Title

CS

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

AD

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named above

Signed

Date

Consent signature

Directors

Please list directors in alphabetical order.

Name

*Style/Title

CD

MR

Forenames

MARTIN GERARD

Surname

JINKS

*Honours etc

Previous forenames

Previous surname

Address

AD

5 SLAIDBURN CLOSE

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town MICKLEOVER

County/Region DERBYSHIRE

Postcode DE3 2SY

Country ENGLAND

Date of birth

DO 04 09 55

Nationality **NA** BRITISH

Business occupation

OC SOLICITOR

Other directorships

OD BAKEWELLS LIMITED

*Voluntary details

I consent to act as director of the company named above

Signed

* MGT *M. Jinks*

Date

* 11/12/91

Consent signature

Directors (continued)

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

***Voluntary details**

Consent signature

Delete if the form is signed by the subscribers.

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

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

CD	
AD	
Post town	
County/Region	
Postcode	Country
DO	Nationality NA
OC	
OD	
I consent to act as director of the company named on page 1	
Signed	Date

Signature of agent on behalf of all subscribers	Date
---	------

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

Directors (continued)

(See notes 1 - 5)

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

*** Voluntary details**

Consent signature

Delete if the form
is signed by the
subscribers.

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

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

CD	MR
BRIAN	
CAIN	
AD	7 RYEGRASS CLOSE
Post town	BELPER
County/Region	DERBYSHIRE
Postcode	DE5 ODZ
Country	ENGLAND
DO	0 1 1 1 4 7
Nationality	NA BRITISH
OC	POLICE INSPECTOR
OD	NONE.
I consent to act as director of the company named on page 1	
Signed * BC	Date * 7.12.91.

Signature of agent on behalf of all subscribers	
Date	

Signed ^{MTH} X	<i>M. J. Harvey</i>	Date ^X	12-12-91
Signed ^{BC} X	<i>Brian Cain</i>	Date ^X	7.12.91.
Signed ^{MGS} X	<i>M. G. Smith</i>	Date ^X	11.12.91
Signed		Date	
Signed		Date	
Signed		Date	

2683655



The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

SAINT BENEDICT SCHOOL TRUST

1. The Company's name is Saint Benedict School Trust.
2. The Company's registered office is to be situated in England.
3. The Company's objects are to advance the education (including vocational training) of the public by the provision of funds and facilities calculated to achieve such objects at Saint Benedict School in Derby and other school and educational establishments and otherwise as the Company thinks fit.

And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise namely:

- (A) to raise funds, whether by the levying of subscriptions by the Company, by means of donations from companies and other business concerns, or from other charities, by private or public appeals or otherwise, and to seek any form of assistance, sponsorship or grant from government, municipal, commercial or private sources or from any national or international health, welfare, educational, social or cultural organisation for or on behalf of the Company, or any person or body of persons established for charitable purposes only pursuing any charitable objects which this Company is authorised to carry on, and to take and accept gifts of property, whether subject to any special trust or not, for the objects of the Company **PROVIDED THAT** the Company shall not undertake any substantial permanent trading activities in raising funds for the objects of the Company;



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- (B) to recruit and assist in the recruitment of voluntary workers in and for the Company and to retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay reasonable and proper fees for their services;
- (C) to make any financial grant or award, and to enter into any contract or arrangement for the provision to any person or body of persons of any technical, financial or other assistance, of any service or equipment, labour, or of travel, accommodation or other facilities, and generally to do all such things as may, in the opinion of the Company, further the objects of the Company;
- (D) to undertake research and surveys and publish the useful results of such research for the benefit of the public, to establish, equip and maintain a library, to collect, compile, print, publish and disseminate information, to provide, publish or contribute to the publication of any papers, books, periodicals, reports or other documents, films, slides, tapes, pictures, plans or models, to give and exchange information and advice and to promote, encourage, foster and maintain the interest and support of the public in the objects and activities of the Company;
- (E) to organise, provide facilities for and hold conferences, meetings, courses of instruction, demonstrations, lectures, exhibitions, competitions, tours and displays;
- (F) to establish, promote or assist in establishing or promoting and to subscribe to or become a member of, or co-operate or federate with any other charitable organisations or associations whose objects are in whole or in part similar to the objects of the Company or the establishment or promotion of which may be beneficial to the Company, to act as trustees or agents for and to manage and to undertake the property, assets, liabilities and engagements of any such organisations or associations and to subscribe or guarantee money for charitable purposes in any way calculated to further the objects of the Company;
- (G) to foster and encourage co-operation and communication between similar organisations, societies, other charitable institutions and local and national authorities and to co-ordinate the activities and represent

the views of those making use of the facilities of the Company and its members;

- (H) to accept donations, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, sell, mortgage, lease or otherwise dispose of or turn to account any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary for the work of the Company;
- (I) subject to such consents (if any) 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 the Trustees shall think fit, and whether by the creation and issue of debentures or debenture stock or otherwise;
- (J) to receive money on deposit or loan upon such terms as the Company may approve, and to undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be conducive to its objects;
- (K) to invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit but so that the Company shall have no power to grant loans by way of investment otherwise than at a commercial rate of interest and upon security bearing at least the full value of the loan;
- (L) subject to such consents (if any) as may be required by law, to sell, mortgage, manage, turn to account, exchange, let, or grant licences, easements and other rights in or over, and in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company as may be necessary for the promotion of its objects;
- (M) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their dependants;

- (H) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (O) to do all such other lawful things as are necessary for the attainment of the objects of the Company;

Provided that:

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Company shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers;
- (iii) 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 executive committee or 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 have been, as such executive committee or governing body, 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 executive committee or 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 objects 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, and no member of its executive committee 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 herein shall prevent the 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 executive committee 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 executive committee or governing body at a rate per annum not exceeding two percent less than the base lending rate for the time being prescribed by the National Westminster Bank Plc or three percent whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its executive committee or governing body;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the executive committee or governing body may be a member holding not more than one 1/100th part of the capital of that company;
- (e) to any member of its executive committee or governing body of reasonable out of pocket expenses.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities 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.

7. 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 institution or institutions having objects the same as or 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 institution or institutions 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 this last provision, then to some other charitable objects as near as may be to those of the Company.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

NAMES AND ADDRESSES OF SUBSCRIBERS

VERY REVEREND MICHAEL JOSEPH HORRAX
12 Gibfield Lane
Belper
Derbyshire
DE5 1WA

M.J. Horrax

Occupation: . Catholic Priest (Dean of Derby)

Dated the 12-12-1991
Witness to the above signature:

[Signature]

BARBARA MARY HILL
36 TRUSLEY Gdns
LITTLEOVER
DERBY DE3 7N2.

SECRETARY

BRIAN CAIN
7 Ryegrass Close
Belper
Derbyshire
DE5 0DZ



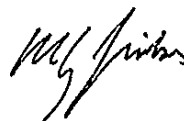
Occupation: Police Inspector

Dated the 7. 12. 1991.
Witness to the above signature:

 S May

Mrs Susan May
16 Severnvale close
Allestree
Derby DE3 2ND Clerical Assistant.

MARTIN GERARD JINKS
5 Slaidburn Close
Mickleover
Derbyshire
DE3 2SY



Occupation: Solicitor

Dated the 11. 12 1991
Witness to the above signature:

Sylvia Faulkner.
15 Calder Close,
Allestree
Derby.
Clerical Assistant.
S. Faulkner.

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

SAINT BENEDICT SCHOOL TRUST

GENERAL

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

WORDS	MEANINGS
"the Act"	the Companies Act 1985;
"the seal"	the common seal of the Company;
"the United Kingdom"	Great Britain and Northern Ireland;
"month"	calendar month;
"in writing"	written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form;
"the Board"	the Board of Trustees;
"Trustees"	the members of the Board;
"the School"	Saint Benedict School in Derby, or any educational establishment which may at any time hereafter replace the same;
"the Governors"	the Governors of the School;
"the Headmaster"	the Headmaster or any acting Headmaster for the time being of the School.

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.

Words importing persons shall not include corporations.

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

2. (a) Only the subscribers to the Memorandum of Association and such other persons as the Board shall admit in accordance with the provisions of these Articles shall be members of the Company.
- (b) The Headmaster shall be entitled to be admitted as a member of the Company, and once admitted, shall remain a member subject only to the provisions of Articles 4 and 5 below.
- (c) For the purposes of the immediately preceding and following sub-clauses the subscribers to the Memorandum of Association are:

The Governors : Very Reverend Michael Joseph Horrax
Brian Cain
Martin Gerard Jinks

- (d) The Governors for the time being of the School shall be entitled to be admitted as members of the Company provided that after such admission pursuant to clauses 2 (b) and (d) less than twenty percent of the Trustees shall be an elected member of a local authority and/or officer of a local authority. A person appointed hereunder who later ceases to be a Governor shall cease to be a member.
- (e) If at any time the total number of the members shall have remained at less than two for a period of one calendar month and there shall not have been received by the Company a sufficient number of applications from persons entitled to be admitted as members under the foregoing provisions such as to restore the membership to two or more, then the Trustee or Trustees for the time being may, subject then to giving not less than fourteen days' notice in writing to the Headmaster, admit to membership any such person, whom they think fit, as may be necessary to restore the total membership to two. **PROVIDED THAT** any person

so admitted may be replaced or removed at any time by the Headmaster or the Governors in the manner described in the preceding sub-clauses, but Article 4 shall apply to such person as if he were a person who had been the Headmaster or a Governor.

3. Every person desirous of becoming a member of the Company in pursuance of the preceding Article must sign and deliver to the Company at its registered office an application for membership in the form following namely:

"To	"
"I/We	"
"of	"
"desire to become a member of the company	"
"and request you to enter my/our name in the	"
"register of members accordingly, subject to	"
"the Memorandum and Articles of Association	"

The Board shall at the earliest opportunity which is reasonably practicable (and not later than seventy-two hours) thereafter cause the applicant's name to be entered in the register of members and the applicant shall thereupon become a member.

4. In the event that a Headmaster of the School or a Governor of the School has ceased to hold that office, then the Board shall at the earliest opportunity which is reasonably practicable (and not later than seventy-two hours) thereafter enter the fact in the register of members and that person shall thereupon cease to be a member. **PROVIDED THAT** no person shall be removed as a member by virtue only of the above-mentioned written notice, if the result of that notice, were it to be given effect, would be that the total membership of the Company would thereby be reduced to less than two.

5. The privileges of a member shall not be transferable and every member shall cease to be a member on the happening of any of the events following namely:

(a) if he shall die or he is or may be suffering from mental disorder or either:

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorders for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- (b) if he serve upon the Company one month's notice in writing of his intention to resign his membership in which event he shall cease to be a member at the expiration of one month from the date of service of such notice upon the Company;
- (c) if for any reason he cease or be disqualified from being a Trustee of the Company;
- (d) if his membership be terminated in accordance with the next following sub-clauses of this Article;
- (e) if any member shall in any consecutive period of at least two calendar years not have attended in person any general meeting of the Company or if during such consecutive period the registered address of a member shall be out of date (of which fact it shall be sufficient evidence that a letter sent to such address in the first of such two years has been returned through the post and that no subsequent information showing the address not to have been out of date has been received by the Company) the Board may at any time within the third calendar year cause to be posted to such member at his registered address a notice stating that if he shall not within one month after the date on which such notice was posted inform the Company in writing that he wishes to remain a member thereof his name will be struck off the list of members and if at the expiry of such notice he shall not so have informed the Company the Board may (whether or not the notice sent to him has been returned through the post) at any time before the end of such calendar year declare that he has ceased to be a member and on such declaration he shall so cease and the register of members shall be altered accordingly;

- (f) the Board shall be entitled to suspend or expel from membership any person on the grounds of misconduct, in relation either to the Company, its property or its members, or of conduct likely to prove prejudicial to the good standing of the Company or to the attainment of its objects. A member whose suspension or expulsion is to be decided upon at a meeting of the Board shall be entitled to not less than seven clear days' notice of that meeting, stating the case made against him. Such member shall be entitled to attend and speak at that meeting at any time throughout the period during which his membership is discussed but shall withdraw prior to voting, notwithstanding that he may himself be a Trustee. A resolution under this provision shall not be effective unless passed by a majority of not less than two thirds of the Trustees present and voting.

GENERAL MEETINGS

6. 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 notices 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 nor in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.

7. All general meetings other than annual general meetings shall be called extraordinary general meetings.

8. The Board may, whenever it 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 requisitionists as provided by Section 368 of the Act.

9. 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 served or deemed to be served and of the day for

which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company; provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (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 thereat, being a majority together representing not less than ninety-five percent of the total voting rights at that meeting of all the members.

10. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting nor any resolution passed thereat.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and Auditors, the election of Trustees in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be two members present in person.

13. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at

such other place as the Chair may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present shall be a quorum.

14. The Chair, if any, of the Board shall preside as Chair at every general meeting of the Company, or if there is no such Chair, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Trustees present shall elect one of their number to be Chair of the meeting.

15. The Chair may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or upon the declaration of the result of the show of hands demanded (a) by the Chair, or (b) by at least two members present. Unless a poll be so demanded, a declaration by the Chair of the meeting 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 minute book 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 that resolution. The demand for a poll may be withdrawn.

17. Subject to the provisions of Article 18, if a poll be demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the Chair 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.

18. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs, and any

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

19. In the case of an equality of votes whether on a show of hands or on a poll the Chair of the meeting shall not be entitled to a second or casting vote.

20. 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.

21. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held and may consist of several documents in the like form each signed by or on behalf of one or more members.

VOTES OF MEMBERS

22. Subject as hereinafter provided every member shall have one vote.

23. (a) No member other than a member duly registered shall be entitled to vote on any question at any general meeting.

(b) If any vote shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the resolution unless the question be raised before the declaration of the result by the Chair, and not in that case unless it shall in the opinion of the Chair be material as to the outcome of the vote.

24. Votes shall be given personally on a show of hands and on a poll. A member shall not be entitled to appoint a proxy.

TRUSTEES

25. (a) The business of the Company shall be managed by the Board of Trustees which may pay all such expenses of and preliminary and incidental to the promotion, formation, registration and establishment of the Company as it thinks fit and 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 statute 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 for the time being in force and affecting the Company 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 Trustees which would have been valid if such regulation had not been made.

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

26. Without prejudice to the generality of the last preceding Article the Trustees may from time to time (but subject to any contrary direction by the Company in general meeting):

(a) elect a Chair, a Vice-Chair, a Treasurer and a Secretary of the Company and may delegate to such persons such powers and authority and such duties and responsibilities as they shall think fit;

(b) make regulations as to the terms on which subscribers to the funds of the Company or other persons may become and be known as patrons or associate members or be known by some other honorific title provided that no such person shall by reason thereof alone become a member or a Trustee of the Company;

- (c) make regulations as to the admission to Board meetings or general meetings of the Company of patrons, associate members, members of the press and others, the distribution of press statements and the making of public announcements in the name of the Company.

27. (a) The Headmaster and any persons admitted as members by virtue of Article 2 (d) shall be Trustees so long as they are members of the Company, and an application from any person to become a member shall constitute also an application to become a Trustee. the appointment as a Trustee hereunder shall take effect immediately upon admission to membership and shall continue, subject to these articles, unless and until otherwise determined by the Company in general meeting.

- (b) The first Trustees shall be the persons named in the statement delivered to the Registrar of Companies in accordance with Section 10 of the Act. The Trustees shall have power at any time, and from time to time, to appoint any person to be a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees. Without prejudice to the powers of the Trustees under this Article, the Company in general meeting may appoint any person to be a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees. Any Trustee so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election.

28. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by ordinary resolution remove any Trustee at any time, notwithstanding anything in these Articles or in any agreement between the Company and such Trustee.

DISQUALIFICATION OF TRUSTEES

29. A Trustee shall vacate his position if that Trustee:

- (a) without the consent of the Company in general meeting holds any office of profit under the Company; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (c) becomes prohibited from being a Trustee by reason of any order made under the Act; or
- (d) becomes of unsound mind or an order shall be made in respect of him by any court having jurisdiction under the Mental Health Acts; or
- (e) resigns his office by notice in writing to the Company; or
- (f) (being a Trustee by virtue of Article 27(a)) ceases to be a member of the Company; or
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by Section 317 of the Act.

Any person may be appointed or elected as a Trustee, whatever may be his age, and no Trustee shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

PROCEEDINGS OF THE BOARD OF TRUSTEES

30. The Trustees 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 Chair shall have a second or casting vote. A Trustee may, and the secretary on the requisition of a Trustee shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Trustee for the time being absent from the United Kingdom.

31. The quorum necessary for the transaction of the business of the Board may be fixed by the Trustees, but this shall never be less than two.

32. The Trustees shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of Trustees;
- (b) of the names of the Trustees present at each meeting of the Board and of any sub-committee of the Board;

- (c) of all resolutions of and proceedings at all meetings of the Company, and of the Board and of sub-committees of the Board.

33. If at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Trustees present may choose one of their number to be Chair of the meeting.

34. The Board may delegate any of its powers to sub-committees consisting of such two or more members of its body as it thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the Board and shall, in respect of each of its meetings, deposit with the Secretary for the time being to the Board, within seventy-two hours of the conclusion of such meeting or such shorter period as shall be reasonably practicable, a copy of the minutes of that meeting and a copy of any agenda or other document laid before the meeting. All acts and proceedings shall be fully and promptly reported back to the Board.

35. A sub-committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting a Chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chair of the meeting.

36. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.

37. All acts done by any meeting of the Board or of a sub-committee of the Board or by any person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

38. A resolution in writing signed by all the Trustees for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in the like form each signed by one or more of the Trustees.

INDEMNITY

39. Subject to the provisions of Section 310 of the Act, every Trustee, Secretary or other official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities properly incurred by him in or about the execution and discharge of the duties of his office.

SECRETARY

40. Subject to Section 13 of the Act, the Secretary shall be appointed by the Board for such term and upon such conditions as it may think fit; and any Secretary so appointed may be removed by them. The Board may in like manner appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

41. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as Trustee and as, or in the place of, the Secretary.

THE SEAL

42. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of a resolution of the Board, or of a sub-committee of the Board authorised by the Board in that behalf. The seal of the Company shall not be affixed to any instrument except in the presence of at least two Trustees and of the Secretary and the said Trustees and Secretary shall sign every instrument to which the seal shall be so affixed in their presence.

CHEQUES

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

ACCOUNTS

44. The Board shall cause accounting records to be kept in accordance with Section 221 of the Act.

45. The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Trustees of the Company.

46. The Board shall from time to time determine whether and to what extent and at what time 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 the Governors, and no Governor (not being a Trustee) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

47. The Board shall from time to time, in accordance with Part VII of the Act, cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in that Part of the Act.

48. 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 reports of the Auditors and of the Board, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company; provided that 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.

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

50. Accounts shall be prepared and submitted in accordance with the Act and the Charities Acts 1960 and 1985.

NOTICES

51. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. 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 in the case of a notice of meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

52. Notices of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every member 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;
- (b) every Trustee;
- (c) the Auditors for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

DISSOLUTION

53. Clauses 6 and 7 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

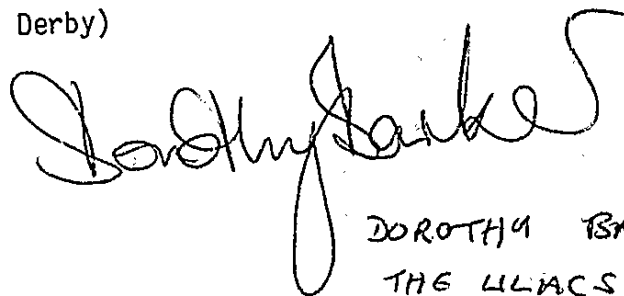
NAMES AND ADDRESSES OF SUBSCRIBERS

VERY REVEREND MICHAEL JOSEPH HORRAX
12 Gibfield Lane
Belper
Derbyshire
DE5 1WA



Occupation: Catholic Priest (Dean of Derby)

Dated the 7th 1991
Witness to the above signature:



DOROTHY BARKER
THE LILACS
PENTRICH
DERBYS

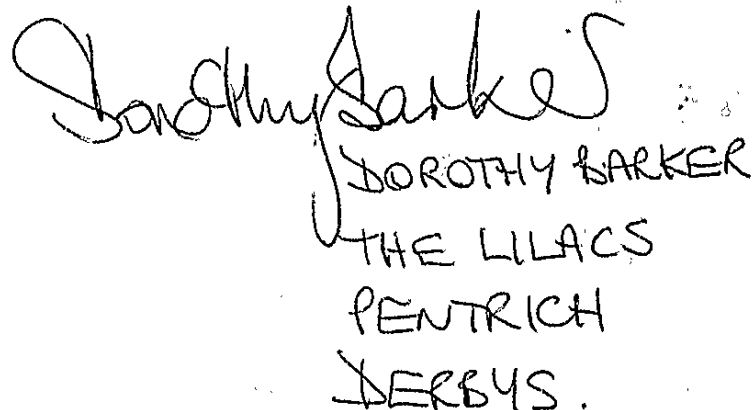
COMPANY SECRETARY

BRIAN CAIN
7 Ryegrass Close
Belper
Derbyshire
DE5 0DZ



Occupation: Police Inspector

Dated the 7. 12. 1991
Witness to the above signature:



DOROTHY BARKER
THE LILACS
PENTRICH
DERBYS.

COMPANY SECRETARY

MARTIN GERARD JINKS
5 Slaidburn Close
Mickleover
Derbyshire
DE3 2SY



Occupation: Solicitor

Dated the 11.12 1991
Witness to the above signature:

Sylvia Faulkner.
15 Calder Close,
Ailestree,
Derby.

S. Faulkner.

Clerical Assistant.

FILE COPY



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

No. 2683655

I hereby certify that

SAINT BENEDICT SCHOOL TRUST

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 3 FEBRUARY 1992

A handwritten signature in ink, appearing to be 'J. M. GARY', written over a faint circular stamp that contains the word 'GARY'.

an authorised officer

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

224

Please do not
write in
this margin.

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

3/2

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

To the Registrar of Companies
(Address overleaf)

Company number

2683655

*Insert full name
of company.

Name of company

* SAINT BENEDICT SCHOOL TRUST

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

Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver (Scotland)
as appropriate.

Signed *Brian Cair* Designation **DIRECTOR**

Date **7.12.91**

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

For official use
D.E.B.

Post room

COMPANIES HOUSE
23 JAN 1992
M 43



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimscoff Street, London SE1 5TS.

Companies G224

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SAINT BENEDICT SCHOOL TRUST LIMITED

This is an extract from the Minutes of a meeting of the Trustees and Members of Saint Benedict School Trust Limited held at Saint Benedict School Duffield Road Darley Abbey Derby on the 16th of June 1993

3. The Headteacher Mr. Reynolds reported to the meeting that at the present time Saint Benedict Trading Limited had not made sufficient profit to declare a dividend which would be payable to the Trust. It was therefore resolved that the company's accountants be instructed to prepare accounts for submission with the annual return showing that the Trust Company remained dormant since incorporation. Mr. Reynolds did however make it clear to the meeting that it was anticipated that the Trading Company would make sufficient profit to declare a dividend payable to the Trust during the school year beginning on the 1st of September 1993

I certify that this is a true copy of an entry in the Minute Book of Saint Benedict School Trust Limited


.....
M.G. Jinks (Trustee)

