

**FILE COPY**



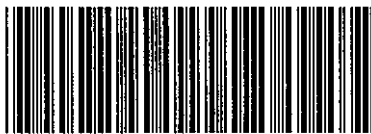
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3598439

The Registrar of Companies for England and Wales hereby certifies that  
THE GODOLPHIN AND LATYMER SCHOOL FOUNDATION

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

Given at Companies House, Cardiff, the 15th July 1998



\*N03598439S\*

*N. Butler*  
N. BUTLER

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

Company Name in full

THE GODOLPHIN AND LATYMER  
SCHOOL FOUNDATION



\* F 0 1 2 0 C 2 0 \*

I, ANNA CLARE JAMES

of 1 THE SANCTUARY WESTMINSTER LONDON SW1

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 of the Companies Act 1985~~]<sup>†</sup> and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

*Anna C. James*

Declared at

1 Dean Farrar Street, Westminster, London

the

25<sup>th</sup>

day of

June

One thousand nine hundred and ninety

8

① Please print name.

before me ①

JESSICA KOWARDS

Signed

*Jessica Kowards*

Date

25/6/98

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

LEE BOLTON & LEE (ref AJ)  
1 THE SANCTUARY WESTMINSTER  
LONDON SW1 Tel (0171) 2225381  
DX number 2301 DX exchange VICTORIA

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

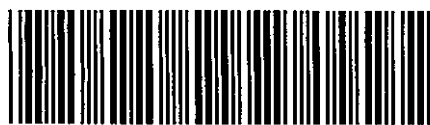
STAT PLUS

Please complete in typescript,  
or in bold black capitals.

# 30(5)(a)

## Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full



\* F 0 3 0 A C 2 0 \*

THE GODOLPHIN AND LATYMER SCHOOL  
FOUNDATION

I, ANNA CLARE JAMES

of 1 THE SANCTUARY WESTMINSTER LONDON

a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985~~† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

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

Declarant's signature

Anna C. James

Declared at

1 Dean Farrar Street, Westminster, London

the

25<sup>th</sup>

day of

June

① Please print name.

One thousand nine hundred and ninety

8

before me ①

JESSICA KOEMOS

Signed

Janina Howarth

Date

25/6/98

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

LEE BOLTON & LEE

(ref AJ)

1 THE SANCTUARY WESTMINSTER

LONDON SW1 Tel (0171) 222 5381

DX number 2301 DX exchange VICTORIA

Please give the name, address,  
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DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh

Companies Form 30(5)(a)

Printed by Stat Plus Group plc, London, SW19 2PU  
ZF 0279

Stat Plus Group plc

Revised April 1995

Please complete in typescript,  
or in bold black capitals.

## First directors and secretary and intended situation of registered office

Company name in full



\* F 0 1 0 0 C 2 0 \*

THE GODOLPHIN AND LATYMER SCHOOL  
FOUNDATION

Proposed Registered Office

(PO Box numbers only, are not acceptable)

IFFLEY ROAD

HAMMERSMITH

Post town

LONDON

County / Region

Postcode

W6 0PG

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.



Agent's Name

LEE BOLTON AND LEE

Address

1 THE SANCTUARY

WESTMINSTER

Post town

LONDON

County / Region

Postcode

SW1P 3JT

Number of continuation sheets attached

8

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

LEE BOLTON & LEE Ref AJ

1 THE SANCTUARY WESTMINSTER

LONDON SW1P 3JT Tel (0171) 222 5381

DX number 2301 DX exchange VICTORIA

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



A38 \*A3NOH75H\* 277  
COMPANIES HOUSE 18/06/98

# Company Secretary

\* Voluntary details

## Usual residential address

For a corporation, give the registered or principal office address.

Company name	THE GODOLPHIN AND LATIMER SCHOOL FOUNDATION		
NAME *Style / Title	MR	*Honours etc	—
Forename(s)	MARTIN LUSH TEMPLE		
Surname	GAIRDNER		
Previous forename(s)			
Previous surname(s)			
Address	HEATH FARMHOUSE,		
	HEATH LANE		
Post town	GODALMING		
County / Region	SURREY	Postcode	GU7 1LN
Country	ENGLAND		

I consent to act as secretary of the company named on page 1

Consent signature

*[Signature]*

Date

17.6.98

## Directors

Please list directors in alphabetical order

## Usual residential address

For a corporation, give the registered or principal office address.

NAME *Style / Title	MRS	*Honours etc	
Forename(s)	ELIZABETH MARGARET		
Surname	ATTENBOROUGH		
Previous forename(s)			
Previous surname(s)			
Address	53, CHRISTCHURCH RD, EAST SURREY		
	LONDON		
Post town			
County / Region		Postcode	SW 14 7AR
Country			

Date of birth

Day Month Year  
21 7 52

Nationality

BRITISH

Business occupation

PROSECUTOR, NATIONAL YEAR OF READING.

Other directorships

BOOK TRUST

PENGUIN BOOKS LTD.

I consent to act as director of the company named on page 1

Consent signature

*[Signature]*

Date

17.6.98

# **Directors** (continued)

<b>NAME</b>	<b>*Style / Title</b>	<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>		
	<b>Surname</b>		
	<b>Previous forename(s)</b>		
	<b>Previous surname(s)</b>		
<b>Address</b>			
<b>Usual residential address</b>			
For a corporation, give the registered or principal office address.	<b>Post town</b>		
	<b>County / Region</b>	<b>Postcode</b>	
	<b>Country</b>		
	<b>Day</b>	<b>Month</b>	<b>Year</b>
<b>Date of Birth</b>			<b>Nationality</b>
<b>Business occupation</b>			
<b>Other directorships</b>			
	I consent to act as director of the company named on page 1		
<b>Consent signature</b>		<b>Date</b>	

**This section must be signed by**

**Either**

an agent on behalf of all subscribers

Signed \_\_\_\_\_ Date \_\_\_\_\_

**Or the subscribers**

(i.e. those who signed as members on the memorandum of association).

Signed \_\_\_\_\_ Date \_\_\_\_\_

Signed \_\_\_\_\_ Date \_\_\_\_\_

Signed \_\_\_\_\_ Date \_\_\_\_\_

Signed \_\_\_\_\_ Date \_\_\_\_\_

Signed \_\_\_\_\_ Date \_\_\_\_\_

Signed \_\_\_\_\_ Date \_\_\_\_\_

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

# Company Secretary

Please complete in typescript,  
or in bold black capitals.

## Form 10 Continuation Sheet

Company number

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For 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 on page 1

Consent signature

Date

## Directors

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For a corporation, give the  
registered or principal office  
address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date



## Company Secretary

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For 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 on page 1

Consent signature

Date

## Directors

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

## Company Secretary

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address				
<b>Usual residential address</b> For 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 on page 1

Consent signature

Date

## Directors

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	CBE
	Forename(s)	GEORGE MAITLAND		
	Surname	NISSEN		
	Previous forename(s)			
	Previous surname(s)			
Address	SWAN HOUSE			
<b>Usual residential address</b> For a corporation, give the registered or principal office address.	CHISWICK MALL			
	Post town	LONDON		
	County / Region	ENGLAND	Postcode	W4 2PS
	Country			

Day Month Year

Date of birth

29 3 30

Nationality

British

Business occupation

Company Director

Other directorships

See attached sheet.

I consent to act as director of the company named on page 1

Consent signature

Date

17.6.98

# Company Secretary

Please complete in typescript,  
or in bold black capitals.

## Form 10 Continuation Sheet

Company number

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For 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 on page 1

Consent signature

Date

## Directors

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For a corporation, give the  
registered or principal office  
address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

## Company Secretary

NAME	*Style / Title		*Honours etc	
Forename(s)				
Surname				
Previous forename(s)				
Previous surname(s)				
Address				
Usual residential address				
For 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 on page 1				
Consent signature		Date		

## Directors

Please list directors in alphabetical order

NAME	*Style / Title	MRS	*Honours etc	
Forename(s)		SYLVIA EILEEN		
Surname		HOLLOWAY		
Previous forename(s)				
Previous surname(s)				
Address		95, Lonsdale Road		
Usual residential address				
For a corporation, give the registered or principal office address.				
Post town		London		
County / Region		Postcode	SW13 9DA	
Country				
Date of birth	Day	Month	Year	Nationality
	3	9	26	BRITISH
Business occupation		WRITER		
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature		Date		
		S.E. Holloway		17.6.98

# Company Secretary

## Form 10 Continuation Sheet

Please complete in typescript,  
or in bold black capitals.

Company number

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For 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 on page 1

Consent signature

Date

## Directors

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For a corporation, give the  
registered or principal office  
address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

## Company Secretary

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address				
<b>Usual residential address</b> For 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 on page 1				
	Consent signature		Date	

## Directors

Please list directors in alphabetical order

NAME	*Style / Title	PROFESSOR	*Honours etc	
	Forename(s)	SUSAN		
	Surname	GREENFIELD		
	Previous forename(s)			
	Previous surname(s)			
Address	UNIVERSITY DEPARTMENT OF PHARMACOLOGY			
<b>Usual residential address</b> For a corporation, give the registered or principal office address.	MANSFIELD ROAD			
	Post town	OXFORD		
	County / Region		Postcode	OX1 3QT
	Country	ENGLAND		
	Date of birth	Day	Month	Year
		01	10	1950
	Nationality	BRITISH		
	Business occupation	UNIVERSITY PROFESSOR		
	Other directorships	SYNAPTICA LTD, RED HOUSE, RADLEY ROAD, ABINGDON, OXON OX14 3PP.		
I consent to act as director of the company named on page 1				
	Consent signature		Date	22-4-98

# Company Secretary

## Form 10 Continuation Sheet

Please complete in typescript,  
or in bold black capitals.

Company number

NAME

\*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For 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 on page 1

Consent signature

Date

## Directors

Please list directors in alphabetical order

NAME

\*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For a corporation, give the  
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address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

# Company Secretary

\* Voluntary details

NAME	*Style / Title			*Honours etc	
	Forename(s)				
	Surname				
	Previous forename(s)				
	Previous surname(s)				
Address					
	Post town				
	County / Region		Postcode		
	Country				

## Usual residential address

For a corporation, give the registered or principal office address.

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors

Please list directors in alphabetical order

NAME	*Style / Title	MRS		*Honours etc	
	Forename(s)	CAROL HOFFMANN <del>ROHMANN</del>			
	Surname	COLLINS			
	Previous forename(s)				
	Previous surname(s)				
Address	29 WILTON CRESCENT				
	Post town	LONDON			
	County / Region		Postcode	SW1X 8SA	
	Country	ENGLAND			

## Usual residential address

For a corporation, give the registered or principal office address.

	Day	Month	Year	Nationality	USA
Date of birth	14	08	42		
Business occupation	X RETIRED				
Other directorships	ACTION BY ADDITION				

I consent to act as director of the company named on page 1

Consent signature

Date

Carol Hoffmann Collins 17. 6. 98



# Company Secretary

Please complete in typescript,  
or in bold black capitals.

## Form 10 Continuation Sheet

Company number

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For 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 on page 1

Consent signature

Date

## Directors

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For a corporation, give the  
registered or principal office  
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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Business occupation

Other directorships

I consent to act as director of the company named on page 1

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# Company Secretary

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Company number

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\*Honours etc

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\*Honours etc

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Day Month Year

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Business occupation

Other directorships

I consent to act as director of the company named on page 1

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# Company Secretary

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

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Day Month Year

Date of birth

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Business occupation

Other directorships

I consent to act as director of the company named on page 1

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Date

**Company Secretary**

Please complete in typescript,  
or in bold black capitals.

**Form 10 Continuation Sheet**

Company number

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\*Honours etc

\* Voluntary details

Forename(s)

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**Directors**

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

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Surname

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Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

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Date

## Company Secretary

* Voluntary details	NAME	*Style / Title		*Honours etc	
		Forename(s)			
		Surname			
		Previous forename(s)			
		Previous surname(s)			
Usual residential address For a corporation, give the registered or principal office address.	Address				
		Post town			
		County / Region	Postcode		
		Country			
I consent to act as secretary of the company named on page 1					
Consent signature			Date		

## Directors

Please list directors in alphabetical order

Usual residential address For a corporation, give the registered or principal office address.	Address	NAME	*Style / Title	Cllr	*Honours etc	DBE JP
			Forename(s)	WILLIAM CHRISTOPHER		
			Surname	SMITH		
			Previous forename(s)			
			Previous surname(s)			
Usual residential address For a corporation, give the registered or principal office address.	Address		GREENSLEEVES 67 EMLYN ROAD			
			STAMFORD BROOK LONDON			
		Post town				
		County / Region	Postcode	W12 9TG		
		Country	ENGLAND			
Date of birth	Day	Month	Year	Nationality	BRITISH	
	11	10	18			
Business occupation	I.C.I. SENIOR SALES EXECUTIVE (RETIRED)					
Other directorships						
I consent to act as director of the company named on page 1						
Consent signature		William C. Smith			Date	17.6.98

## Company Secretary

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For 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 on page 1

Consent signature

Date

## Directors

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Post town

County / Region

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Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

# Company Secretary

Please complete in typescript,  
or in bold black capitals.

## Form 10 Continuation Sheet

Company number

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

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Please list directors in alphabetical order

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\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For a corporation, give the  
registered or principal office  
address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

# GRAHAM ROSS RUSSELL

## DIRECTORSHIPS

	Appointed
Advent VCT	15/02/1996
Samantha Investments Plc	04/12/1984
Barlow Investments UK Plc (formerly CST (Holdings) Ltd)	15/10/1984
Barlow International Plc	23/01/1998
Barlow Europe Ltd	19/03/1996
Barlow Tractors International Ltd	19/03/1996
Plascon International Ltd	19/03/1996
Barlow Pension Trust Ltd	26/03/1984
Crown Agents Foundation (Member of the Council)	29/11/1996
EASDAQ SA	18/08/1995
Foreign & Colonial PEP Investment Trust plc	28/01/1993
The Investment Trust of Guernsey Limited	31/10/1995
OCS Nominees Limited	02/01/1991
Tunnel Services Limited	17/01/1992
Securities Institute	06/02/1992
Securities Institute (Services) Limited	01/03/1994

## DIRECTORSHIPS RESIGNED DURING LAST FIVE YEARS

Securities and Investment Board	01/01/1989 - 31/10/1993
EMAP plc	12/05/1970 - 21/07/1994
Camvard Limited	21/08/1991 - 18/01/1994
Public Works Loan Board (Commissioner)	01/04/1979 - 01/04/1995
Foster & Braithwaite Limited	21/12/1987 - 23/04/1996
Lionheart Pension Trust Limited	04/01/1994 - 22/11/1996
Lionheart Pension Investments Limited	04/01/1994 - 22/11/1996

February 1998



## COMPANY DIRECTORSHIPS OF MR GEORGE M NISSEN

R.A.M. Development Co

Govett Strategic Investment Trust PLC

Magus Asset Management

The Book Guild Ltd

Royal School of Church music

Girls Public Day School Trust

Girls Public Day School Trust 1862 Ltd

Ffestiniog Railway Co

Ffestiniog Railway Holds Ltd

G.P.D.S.T. Enterprises Ltd

St Michael's Fellowship Ltd

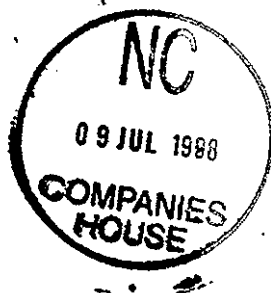
Trades Union Fund Management Ltd

Liberty Syndicate Management Ltd

Foreign & Colonial Emerging Markets Trust PLC

06353 CGS

359 8439



0461545

COMPANIES ACT 1985



COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

OF

THE GODOLPHIN AND LATYMER SCHOOL FOUNDATION

1. The name of the Company is "**THE GODOLPHIN AND LATYMER SCHOOL FOUNDATION**"
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 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 Godolphin and Latymer School 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 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, gymnasia, sanatoria, 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 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 and former employees of the Company (or of former proprietors of any undertaking carried on by the Company) and their spouses widows and other dependents and to provide life, health accident and other insurances and other benefits (pecuniary or otherwise) to or for the benefit of any of them.
- (M) To provide indemnity insurance to cover the liability of the Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the Company Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal persecution brought against the Governors in their capacity

as Governors of the Company

- (N) 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 as such Governing Body would 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 objects of the Company and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the Company, and no Governor 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 any payment in good faith by the Company

(a) of reasonable and proper remuneration to any member, officer or employee 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 published base lending rate for the time being of a clearing bank to be selected by the Governing Body;

(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 the Governing Body of out-of-pocket expenses.

(f) the payment of any premium in respect of any indemnity insurance

to cover the liability of the Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the Company Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as Governors of the Company.

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 one pound) 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.

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 and addresses are written below wish to be formed into a Company under this Memorandum of Association.

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SIGNATURES NAMES AND ADDRESSES OF SUBSCRIBERS

---

JUDITH GOODISON  
12 CHESTERFIELD STREET  
LONDON, W1X 7HF

*Judith Goodison*

GEORGE MAITLAND NISSEN  
SWAN HOUSE  
CHISWICK MALL  
LONDON, W4 2PS.

*GMNissen*

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DATED this 23rd day of ~~July~~ <sup>June</sup> 1998

WITNESS to the above signatures:-

*Mrs Fairman*

MARTIN HUGH TEMPLE FAIRMAN  
HEATH FARMHOUSE  
HEATH LANE  
~~GUARDIAN ROAD~~ GUARDIAN ROAD  
SURREY GU7 1HN

THE COMPANIES ACT 1985

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION  
OF  
THE GODOLPHIN AND LATYMER SCHOOL FOUNDATION

---

**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.

Clear days

In relation to the period of a notice, the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on

which it is to take effect

The Company	The Godolphin and Latymer School Foundation
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 if it has one.
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. The number of members of the Company shall not exceed 18, but the Governing Body may from time to time resolve to increase the number 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. The Governing Body shall not admit any corporate members.
5. Subject to Article 4 hereof, the members for the time being of the Governing Body shall so long as they are members of the Governing Body and subject to compliance with Article 4 be ex officio members of the Company.
6. The rights and privileges of a member of the Company shall be personal to the member and shall cease on death.
7. 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.
8. 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.

9. 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**

10. 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.

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

12. The Governing Body or its Chairman may, whenever it or he thinks fit call General Meetings, and on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any member of the Company may call a General Meeting

## **NOTICE OF GENERAL MEETINGS**

13. 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 time and place, and the general nature of the business to be transacted and in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all the members and to the Governing Body and auditors. A General Meeting may be called by shorter notice 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.

14. 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**

15. 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.

16. 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 herein otherwise provided, a quorum shall be one half of the members who shall be present in person.

17. 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.

18. 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.



19. If at any meeting no Governor 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.

20. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. 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 clear days at the least.

21. 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;

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.

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

23. 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.

24. 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.

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

26. 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**

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

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 eighteen.

30. The Governors shall consist of:-

(A) Three Nominative Governors each to be appointed for a term of three years, except at first as hereinafter provided. One Nominative Governor to be appointed by the heir or heirs of William Godolphin (mentioned as the Honourable William Godolphin in the Will of Elizabeth Godolphin made in 1724) being of full age or by his or their guardian or guardians during minority. One to be appointed by the Governors of the Latymer Foundation and one to be appointed by the Senate of the University of London. The following persons shall be the first Nominative Governors and subject as hereinafter provided shall be entitled to hold office from the date of incorporation until their vacation of office under the provisions of Article 36 or Article 37 hereof:-

Mrs Clare Bernadette Davies - Heirs of William Godolphin (to hold office until November 2000)

Miss Mary Macquisten Biggart - Latymer Foundation (to hold

office until March 2000)

Mrs Pauline Mathias - University of London (to hold office until July 1999)

At the expiry of their term of office, Nominative Governors shall be eligible for re-appointment.

- (B) Not less than eight and not more than fifteen Co-optative Governors to be appointed for a term of office of four years , 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 Article 37 hereof. Those listed in sub-clause (ii) shall only be eligible to hold office whilst their child is a pupil at the School carried on by the Company and shall be eligible for re-election

(i)	Lady Judith Goodison	Until November 1998
	George Maitland Nissen Esq CBE	Until November 2000
	Mrs Elizabeth Margaret Attenborough	Until November 2001
	Mrs Gillian Lois Butler	Until June 1999
	Mrs Carol Hoffmann Collins	Until June 2000
	Professor Susan Adele Greenfield	Until November 2001
	Mrs Belinda Ruth Harding	Until May 2000
	Mrs Sylvia Eileen Holloway	Until November 1998
	Graham Ross-Russell Esq	Until November 2000

Mrs Rosemary Sandberg	Until November 1999
Richard Sidery Esq	Until June 2000
Giles David Slaughter Esq	Until March 1999
William Christopher Smith Esq OBE	Until June 1999
(ii) Mrs Hilary Anne Farley	Until July 1998
Mrs Penelope Howard Stout-Hammar	Until July 1999

At the expiry of their term of office Co-optative Governors shall be eligible for re-election for one further term of four years and in exceptional circumstances may be re-elected for a third or subsequent term of office for four years.

31. No person shall be or act as a Governor -

- (i) who is not a member of the Company;
- (ii) who is a pupil or employee of any School carried on by the Company;
- (iii) who has attained the age of 70, unless the Governing Body shall resolve to waive such disqualification on a year to year basis.

32. Subject to the provisions of the Act, the Company's Memorandum of Association and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Governing Body who may exercise all the powers of the Company. No alteration of the Company's Memorandum of these Articles and no such direction shall invalidate any prior act of the Governing Body which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Governing Body by these Articles and a meeting of the Governing Body at which a quorum is present may exercise all the powers exercisable by the Governing Body.

## **POWERS OF THE GOVERNING BODY**

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 he becomes bankrupt or he makes any arrangement or

composition with his creditors.

(B) If he is, or may be, suffering from mental disorder and either:-

(a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

(b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver or curator bonis or other person to exercise powers with respect to his property or affairs;

(C) If he has been convicted of any offence involving dishonesty or deception;

(D) If by notice in writing to the Company he resigns his office;

(E) If he ceases to hold office by virtue of any provision of the Act or is prohibited by law from holding office;

(F) If he absents himself from three consecutive meetings of the Governing Body without special leave of absence from the Governing Body and they pass a resolution that he has by reason of such absence vacated office;

(G) 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.

37. 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**

38. 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.

39. 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.

40. 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.

41. The Governing Body shall from time to time elect from amongst their number a Chairman and a Vice-Chairman, and may determine for what period 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.

42. 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.

43. 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.

44. 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.

45. 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.

46. 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.

### **CONDUCT OF SCHOOLS**

47. Each School carried on by the Company shall be conducted in accordance with regulations to be made and amended from time to time by the Governors: Provided that any such regulations shall include provision for the appointment by the Governors of a Head Teacher for the School.

### **SECRETARY**

48. 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.

49. 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**

50. The Governing Body shall provide for the safe custody of the seal (if any),

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**

51. 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**

52. 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.

53. 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.

54. 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.

55. 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.

56. 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

57. 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.

58. 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

59. 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.

60. 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.

61. 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 effected at the expiration of twenty-four hours after the letter containing the notice is posted.

62. 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.

63. 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.

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SIGNATURES NAMES AND ADDRESSES OF SUBSCRIBERS

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JUDITH GOODISON  
12 CHESTERFIELD STREET  
LONDON  
W1X 7HF

*Judith Goodison*

GEORGE MAITLAND NISSEN  
SWAN HOUSE  
CHISWICK MALL  
W4 2PS

*G M Nissen*

DATED this

~~23rd~~

day of

~~July~~ June

1998

WITNESS to the above signatures:-

*J. K. Fairclough*

MARTIN HUGH TEMPLE FAIRCLOUGH  
HEATH FARMHOUSE  
HEATH LANE  
GODALMING  
SURREY GU7 1LN