

**FILE COPY**



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

Company No. 3903233

The Registrar of Companies for England and Wales hereby certifies that  
MARRICK PRIORY TRUST

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 7th January 2000



\*N03903233A\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**C O M P A N I E S   H O U S E**

HC007B

Package: 'Laserform'  
by Laserform International Ltd.

12

Please complete in typescript,  
or in bold black capitals.

### Declaration on application for registration

Company Name in full



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

† Please delete as appropriate.

Marrick Priory Trust

I, Julia Madeline Pellow

of Malcolm Lynch Solicitors 19 High Court Lane The Calls  
Leeds LS2 7EU

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~~ 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

J M Pellow

Declared at

SOVEREIGN HOUSE, SOVEREIGN ST, LEEDS

the

23<sup>RD</sup>

day of

DECEMBER

One thousand nine hundred and ninety

NINE

● Please print name.

before me●

CHRISTOPHER TAYLOR

Signed

Crager

Date

23/12/99

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.

Malcolm Lynch Solicitors  
19 High Court Lane, The Calls, Leeds, West Yorkshire,  
LS2 7EU

Tel (0113) 242 9600

DX number DX: 12100 DX exchange Leeds 1



A34 \*ARUTIMOG\* 0530  
COMPANIES HOUSE 29/12/99

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

Package: 'Laserform'  
by Laserform International Ltd.

# 30(5)(a)

Please complete in typescript,  
or in bold black capitals.

## 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 F 1 0 \*

Marrick Priory Trust

I, Julia Madeline Pellow

of Malcolm Lynch Solicitors 19 High Court Lane The Calls  
Leeds LS2 7EU

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.

† Please delete as appropriate.

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

J M Pellow

Declared at

SOVEREIGN HOUSE, SOVEREIGN ST, LEEDS

the

13<sup>RD</sup>

day of

DECEMBER

One thousand nine hundred and ninety

NINE

● Please print name.

before me●

CHRISTOPHER TAYLOR

Signed

Crager

Date

23/12/99

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.

Malcolm Lynch Solicitors  
19 High Court Lane, The Calls, Leeds, West Yorkshire,  
LS2 7EU

Tel (0113) 242 9600

DX number DX: 12100 DX exchange Leeds 1



A34  
COMPANIES HOUSE

\*ARUTHMOF\*

0531  
29/12/99

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**

Package: 'Laserform'  
by Laserform International Ltd.

10

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

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

120  
Co-op  
305279

**Company Name in full**



\* F 0 1 0 0 F 1 0 \*

Marrick Priory Trust

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Marrick Priory

Post town Marrick

County / Region North Yorkshire

Postcode

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.

X

Agent's Name Malcolm Lynch Solicitors

Address 19 High Court Lane. The Calls

Post town Leeds

County / Region West Yorkshire

Postcode LS2 7EU

Number of continuation sheets attached

13

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.

Malcolm Lynch Solicitors  
19 High Court Lane, The Calls, Leeds, West Yorkshire,  
LS2 7EU

Tel (0113) 242 9600

DX numberDX: 12100 DX exchange Leeds 1



A34  
COMPANIES HOUSE  
\*ARUTJMH\*  
0529  
29/12/99

Laserform International 1/97

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**

**Company Secretary** (see notes 1-5)

Company name Marrick Priory Trust

NAME \*Style / Title

Mrs

\*Honours etc

Forename(s) Sybil

Surname Reed

Previous forename(s)

Previous surname(s)

Address

*Usual residential address*

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

Post town

County / Region

Country

21 LYONS ROAD, R

RICHMOND

NORTH YORKSHIRE

Postcode

DL10 4 UA

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

Consent signature

Sybil Reed

Date

11.11.99.

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

Forename(s) Keith

Surname Allan

Previous forename(s)

Previous surname(s)

Address

*Usual residential address*

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

Post town

County / Region

Country

Day Month Year

Date of birth

Nationality

Business occupation

Deputy Headteacher, Richmond School

Other directorships

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

Consent signature

Date

**Directors**

(continued)

(see notes 1-5)

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

**This section must be signed by***Either***an agent on behalf  
of all subscribers****Signed****Date****Or the subscribers****Signed****Date****( i.e those who signed  
as members on the  
memorandum of  
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

**Company Secretary** (see notes 1-5)

Company name Marrick Priory Trust

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** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

Forename(s)

Keith

Surname

Allan

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**

01

02

60

**Nationality**

BRITISH

**Business occupation**HEAD OF SIXTH FORM  
Deputy Headteacher, Richmond School**Other directorships**

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

**Consent signature**

Keith D Allan

**Date**

18/11/99

|   |                      |              |  |
|---|----------------------|--------------|--|
| 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** (see notes 1-5)  
Please list directors in alphabetical order

|   |                      |             |              |          |
|---|----------------------|-------------|--------------|----------|
| NAME  | *Style / Title       | MR          | *Honours etc |          |
|   | Forename(s)          | Paul MARTIN |              |          |
|   | Surname              | Denning     |              |          |
|   | Previous forename(s) |             |              |          |
|   | Previous surname(s)  |             |              |          |
| Address   | 3 GILLINGWOOD CLOSE  |             |              |          |
| Usual residential address   |                      |             |              |          |
| For a corporation, give the registered or principal office address. | Post town            | RICHMOND    |              |          |
|   | County / Region      | N. YORKS    | Postcode     | DL10 4YE |
|   | Country              |             |              |          |

Day Month Year

Date of birth

15

05

67

Nationality

ENGLISH

Business occupation

SALES &amp; MARKETING MANAGER

Other directorships

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

Consent signature

Date

11/11/99



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 (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

Forename(s)

Alan TOWN

Surname

Fielder

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

Whashton Grange

Whashton

Richmond

North Yorkshire

DL11 7JL

England

Day Month Year

Date of birth

20

04

48

Nationality

BRITISH.

Business occupation

~~Retired Bank Manager~~ BANKER.

Other directorships

TEES VALLEY TOMORROW LTD.

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

Consent signature

Date

16.11.99.

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 (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

The Venerable

\*Honours etc

Forename(s)

Kenneth ROY

Surname

Good

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

28

09

41

Nationality

BRITISH

Business occupation

Archdeacon

Other directorships

RIPON &amp; LEEDS DIOCESAN BOARD OF FINANCE

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

Consent signature

Date

11 Nov 1999

**Company Secretary** (see notes 1-5)

Continued from 5

**NAME** \*Style / Title

\*Honours etc

Forename(s)

\* Voluntary details

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** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

Mr

\*Honours etc

Forename(s)

WILLIAM GEORGE

Surname

Harker

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**

26 04 1950

**Nationality**

BRITISH

**Business occupation**

BANK OFFICIAL

**Other directorships**

THORNBOROUGH ESTATES LTD.

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

**Consent signature****Date**

16 DEC 1999

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 (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

TD MA

Forename(s)

Richard

Surname

Harrison-Topham

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

3

12

32

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

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

Consent signature

R. C. Harrison-Topham

Date

11<sup>th</sup> November 1999

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 (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Councillor

\*Honours etc

Forename(s)

Jane

Surname

Metcalf

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

16

4

27

Nationality

ENGLISH

Business occupation

RETIRED

Other directorships

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

Consent signature

Date

Nov 22/99

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 (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mrs

\*Honours etc

Forename(s)

Sybil

Surname

Reed

Previous forename(s)

Previous surname(s)

HIRD

## Address

## Usual residential address

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

Post town

Richmond

County / Region

North Yorkshire

Postcode

DL10 4UA

Country

England

Day Month Year

Date of birth

09

01

34

Nationality

BRITISH

Business occupation

RETIRED.

Other directorships

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

Consent signature

Date

16 / 12 / 99

Company number

NAME \*Style / Title

Mr

\*Honours etc

\* Voluntary details

Forename(s)

SIMON EGERTON

Surname

SCOPE.

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

DANBY ON YORE, LEYBURN.

N. YORKS. DL8 4PX

Post town

County / Region

Postcode

Country

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

Forename(s)

Simon

Surname

Scrope

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

DANBY ON YORE

LEYBURN.

Post town

County / Region

N. YORKS.

Postcode

DL8 4PX.

Country

U.K.

Day Month Year

Date of birth

23

12

34

Nationality

ENGLISH.

Business occupation

COY DIRECTOR. FARMER.

Other directorships

see attached list.

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

Consent signature

S Scrope.

Date

19/11/99.

**NAME:** SIMON EGERTON SCROPE

**ADDRESS:** Danby on Yore, Leyburn, North Yorkshire, DL8 4PX

**NATIONALITY:** British

**DIRECTORSHIPS:**

**Current**

RL Insurance Ltd [formerly Richards, Longstaff (Insurance) Ltd]  
Danby Stud Ltd  
Burton Agnes Hall Preservation Trust Ltd  
Hospital of St. John & St. Elizabeth  
York Race Committee  
RL Insurance Holdings Ltd. [formerly Charco 555 Limited] (w.e.f. February 1994)  
YRC Properties (1-15) Limited (w.e.f. 30th March 1995)  
York Racecourse Properties (1-15) Limited (w.e.f. 30th March 1995)  
Pontefract Park Racecourse Co. Ltd. (w.e.f. September 1995)

**Resigned:**

|                                      |                       |
|--------------------------------------|-----------------------|
| Battlebridge (Pension & Trustee) Ltd | - February 1993       |
| RLI Holdings Ltd.                    | - February 1994       |
| R.F. Kershaw Ltd.                    | - 17th October 1996   |
| HSBC Gibbs Limited                   | - 31st. March 1998    |
| RL Underwriting Agents Limited       | - 29th September 1998 |
| Charco 556 Limited                   | - 29th September 1998 |

November 1999



Company number

NAME \*Style / Title

CAPT

\*Honours etc

(CHURCH ARMY)

\* Voluntary details

Forename(s)

NICHOLAS JAMES

Surname

SHEPPARD

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

7 Loxley Grove

Wetherby

West Yorkshire

LS22 7Y4

UK

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Captain

\*Honours etc

(CHURCH ARMY)

Forename(s)

NICHOLAS JAMES

Surname

Shepherd SHEPPARD

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

7 Loxley Grove

Wetherby

W. Yorkshire

LS22 7Y4

U.K.

Day Month Year

Date of birth

15 03 57

Nationality

BRITISH

Business occupation

YOUTH WORK ADVISER

Other directorships

THE MARKET PLACE PROJECT

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

Consent signature

Date

16/11/99

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 (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

Forename(s)

Richard THOMAS

Surname

Thomas

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

20

09

1934

Nationality

BRITISH

Business occupation

RETIRED CHARTERED SURVEYOR

Other directorships

RIPON AND LEEDS DIOCESAN BOARD OF FINANCE

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

Consent signature

Date

25 | 11 | 99

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 (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

Forename(s)

Alastair John

Surname

Thompson

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

03

01

42

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

RIPON &amp; LEEDS DIOCESAN BOARD OF FINANCE

UNIVERSITY OF LEEDS CHAPLAINCY TRUST (IN COURSE OF  
REGISTRATION)

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

Consent signature

Date

11-11-99

LEEDS CHAMBER OF COMMERCE + INDUSTRY (Resigned 1996)

LEEDS FINANCIAL SERVICES INITIATIVE (Resigned 1996)

**Company Secretary** (see notes 1-5)

NAME \*Style / Title

\*Honours etc

Forename(s)

\* Voluntary details

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** (see notes 1-5)

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

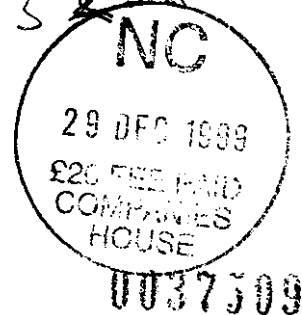
I consent to act as director of the company named on page 1

Consent signature

Date

505271

3903223



**Companies Acts 1985 & 1989**

**Company limited by guarantee and  
not having a share capital**

**MEMORANDUM OF ASSOCIATION OF  
MARRICK PRIORY TRUST**

**1. NAME**

The name of the Company is Marrick Priory Trust ('the Charity')

**2. REGISTERED OFFICE**

The registered office of the Charity is to be in England and Wales

**3. OBJECTS**

The objects of the Charity are to maintain and manage Marrick Priory as a Christian centre for outdoor education religious worship study and recreation

**4. POWERS**

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To promote or carry out research
- 4.2 To provide advice
- 4.3 To publish or distribute information
- 4.4 To co-operate with other bodies
- 4.5 To support, administer or set up other charities
- 4.6 To raise funds (but not by means of taxable trading)
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.8 To acquire or hire property of any kind
- 4.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993 and by the Scheme of the Church Commissioners dated 19 May 1960 approved by Order in Council of 7 June 1960 or by any other Scheme of the Church Commissioners amending or replacing it)
- 4.10 To make grants or loans of money and to give guarantees

- 4.11 To set aside funds for special purposes or as reserves against future expenditure
- 4.12 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.13 To delegate the management of investments to a financial expert, but only on terms that:
  - 4.13.1 the investment policy is set down in writing for the financial expert by the Trustees
  - 4.13.2 every transaction is reported promptly to the Trustees
  - 4.13.3 the performance of the investments is reviewed regularly with the Trustees
  - 4.13.4 the Trustees are entitled to cancel the delegation arrangement at any time
  - 4.13.5 the investment policy and the delegation arrangement are reviewed at least once a year
  - 4.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
  - 4.13.7 the financial expert must not do anything outside the powers of the Trustees
- 4.14 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.15 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.16 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.17 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.18 To enter into contracts to provide services to or on behalf of other bodies
- 4.19 To establish subsidiary companies to assist or act as agents for the Charity
- 4.20 To pay the costs of forming the Charity
- 4.21 To do anything else within the law which promotes or helps to promote the Objects

## **5. BENEFITS TO MEMBERS AND TRUSTEES**

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but
  - 5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
  - 5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity
  - 5.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
  - 5.1.4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
  - 5.2.1 as mentioned in clauses 4.16, 5.1.2, 5.1.3 or 5.3.
  - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
  - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
  - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
  - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
  - 5.3.1 the goods or services are actually required by the Charity
  - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
  - 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year
- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:



5.4.1 declare an interest at or before discussion begins on the matter

5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information

5.4.3 not be counted in the quorum for that part of the meeting

5.4.4 withdraw during the vote and have no vote on the matter

5.5 This clause may not be amended without the prior written consent of the Commission

## **6. LIMITED LIABILITY**

The liability of members is limited

## **7. GUARANTEE**

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

## **8. DISSOLUTION**

8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects

8.1.2 directly for the Objects or charitable purposes within or similar to the Objects

8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance

8.2 A final report and statement of account must be sent to the Commission

## **9. INTERPRETATION**


9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

We wish to be formed into a company under this Memorandum of Association


**NAMES & ADDRESSES OF SUBSCRIBERS  
SIGNATURES OF SUBSCRIBERS**

Name RICHARD CHARLES HARRISON HARRISON-TOPHAM  
Address COTESCUE PARK LEYBURN N.YORKS DL8 4RJ  
Signature R.C.Harrison-Topham

Name KENNETH ROY GOOD  
Address 62 PALACE ROAD  
RIPON  
N.YORKSHIRE HG4 1HA  
Signature 

---

**Name address and signature of witness**

Name ALASTAIR JOHN THOMPSON  
Address 7, WYNMORE AVENUE  
BRAMHOPE LEEDS.  
Signature   
Dated 11-11-99.

**Companies Acts 1985 and 1989**

**Company limited by guarantee and  
not having a share capital**

**ARTICLES OF ASSOCIATION OF**

**MARRICK PRIORY TRUST**

**1. MEMBERSHIP**

- 1.1 The members of the Charity shall be the Trustees for the time being
- 1.2 The Charity must maintain a register of members
- 1.3 A member shall cease to be a member immediately when he ceases to be a Trustee
- 1.4 Membership of the Charity is not transferable

**2. GENERAL MEETINGS**

- 2.1 Members are entitled to attend general meetings personally. General meetings are called on at least 21 clear days written notice specifying the business to be discussed
- 2.2 There is a quorum at a general meeting if the number of members personally present is at least five
- 2.3 The Chairman or (if the Chairman is unable or unwilling to do so) the Vice Chairman or (if the Vice Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person has one vote on each issue
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 2.7 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation
- 2.8 At an AGM the members:
  - 2.8.1 receive the accounts of the Charity for the previous financial year

- 2.8.2 receive the Trustees' report on the Charity's activities since the previous AGM
- 2.8.3 accept the retirement of those Elected Trustees who wish to retire or who are retiring by rotation
- 2.8.4 elect persons to be Elected Trustees to fill the vacancies arising
- 2.8.5 appoint auditors for the Charity
- 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity and
- 2.8.7 discuss and determine any issues of policy or deal with any other business put before them

2.9 Any general meeting which is not an AGM is an EGM

2.10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least five members

### **3. THE TRUSTEES**

3.1 The Trustees as charity trustees have control of the Charity and its property and funds

3.2 The Trustees when complete consist of fourteen individuals of whom:

3.2.1 five shall be nominated by the Bishop of Ripon

3.2.2 two shall be nominated by the Ripon and Leeds Diocesan Board of Finance being the custodian trustee of Marrick Priory

(together "the Nominated Trustees")

3.2.3 seven ("the Elected Trustees") shall be appointed to meet so far as possible the need for representation from the wider community in which the Charity operates and for persons with requisite skills to enhance the ability of the Trustees to meet their responsibilities as charity trustees of the Charity

3.3 The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles.

3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees

3.5 One third (or the number nearest one third) of the Elected Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots, but may offer themselves for re-election

3.6 A Trustee's term of office automatically terminates if he or she:

- 3.6.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
- 3.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
- 3.6.3 is absent without permission of the Trustees from all their meetings held within a period of one year and the Trustees resolve that his office be vacated
- 3.6.4 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
- 3.6.5 if an Elected Trustee, is removed by resolution passed by at least 85% of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views or
- 3.6.6 if a Nominated Trustee the nomination of either the Bishop of Ripon or the Ripon Diocesan Board of Finance as appropriate is withdrawn
- 3.7 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
- 3.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### **4. PROCEEDINGS OF TRUSTEES**

- 4.1 The Trustees must hold at least four meetings each year
- 4.2 A quorum at a meeting of the Trustees is five Trustees
- 4.3 The Chairman or (if the Chairman is unable or unwilling to do so) the Vice Chairman or (if the Vice Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4.4 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4.5 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4.6 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### **5. POWERS OF TRUSTEES**

The Trustees have the following powers in the administration of the Charity:

- 5.1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act
- 5.2 to appoint a Chairman, Vice Chairman, Treasurer and other honorary officers from among their number
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
- 5.4 to make Standing Orders (consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity
- 5.7 to establish procedures to assist the resolution of disputes within the Charity
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting

## **6. RECORDS & ACCOUNTS**

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
  - 6.1.1 annual reports
  - 6.1.2 annual returns
  - 6.1.3 annual statements of account
- 6.2 The Trustees must keep proper records of
  - 6.2.1 all proceedings at general meetings
  - 6.2.2 all proceedings at meetings of the Trustees
  - 6.2.3 all reports of committees and
  - 6.2.4 all professional advice obtained
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

## **7. NOTICES**

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
- 7.3.2 two clear days after being sent by first class post to that address
- 7.3.3 three clear days after being sent by second class or overseas post to that address
- 7.3.4 on being handed to the member personally or, if earlier,
- 7.3.6 as soon as the member acknowledges actual receipt
- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

## **8. DISSOLUTION**

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

## **9 INTERPRETATION**

In the Memorandum in and in these Articles:

- |     |                    |  |
|-----|--------------------|--|
| 9.1 | 'the Act'          | means the Companies Act 1985   |
|     | 'AGM'              | means an annual general meeting of the Charity   |
|     | 'these Articles'   | means these articles of association  |
|     | 'Chairman'         | means the chairman of the Trustees   |
|     | 'the Charity'      | means the company governed by these Articles   |
|     | 'charity trustee'  | has the meaning prescribed by section 97(1) of the Charities Act 1993  |
|     | 'clear day'        | means 24 hours from midnight following the relevant event  |
|     | 'the Commission'   | means the Charity Commissioners for England and Wales  |
|     | 'EGM'              | means an extraordinary general meeting of the Charity  |
|     | 'financial expert' | means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986 |

|                           |   |
|---------------------------|---|
| 'material benefit'        | means a benefit which may not be financial but has a monetary value   |
| 'member' and 'membership' | refer to membership of the Charity  |
| 'Memorandum'              | means the Charity's Memorandum of Association   |
| 'month'                   | means calendar month  |
| 'the Objects'             | means the Objects of the Charity as defined in clause 3 of the Memorandum   |
| 'Secretary'               | means the Secretary of the Charity  |
| 'taxable trading'         | means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects |
| 'Trustee'                 | means a director of the Charity and 'Trustees' means all of the directors   |
| 'Vice Chairman'           | means the vice chairman of the Trustees   |
| 'written' or 'in writing' | refers to a legible document on paper including a fax message   |
| 'year'                    | means calendar year   |

9.2 Expressions defined in the Act have the same meaning


9.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it



We wish to be formed into a company under these Articles of Association


**NAME & ADDRESSES OF SUBSCRIBERS**  
**SIGNATURES OF SUBSCRIBERS**

**Name** RICHARD CHARLES HARRISON HARRISON-TOPHAM  
**Address** COTESCUE PARK LEYBURN N. YORKS DL8 4RJ  
**Signature** R. C. Harrison-Topham

**Name** RENNETH ROY GOOD  
**Address** 62 PALACE ROAD  
RIPON  
NORTH YORKSHIRE HG4 1HA  
**Signature** 

---

**Name address and signature of witness**

**Name** ALASTAIR JOHN THOMPSON  
**Address** 7, WYNMORE AVENUE  
BRAMHOPE LEEDS. LS16 9DD  
**Signature**   
**Dated** 11-11-99.