

**FILE COPY**



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

Company No. 4504128

The Registrar of Companies for England and Wales hereby certifies that

CITY OF LONDON ACADEMY (SOUTHWARK) LIMITED

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

Given at Companies House, London, the 6th August 2002



\*N04504128B\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

Declaration on application for registration

4504128

Company Name in full

CITY OF LONDON ACADEMY  
(SOUTHWARK) LIMITED

I, LORETTA JENNINGS

of 107, MY SORE ROAD, LONDON SW11 5RZ

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

Loretta Jennings

Declared at

GUILDHALL, LONDON EC2P 2ET

Day Month Year

on

01 08 2012

• Please print name.

before me •

ANDREW JAMES COLVIN

Signed

A.J. Colvin

Date

1st August, 2012

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.

LORETTA JENNINGS, CITY SOLICITOR'S DEPT.,  
CORPORATION OF LONDON, GUILDHALL  
LONDON EC2P 2ET Tel 0207 332 3698  
DX number DX exchange



When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF14 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**

Form revised July 1998

Please complete in typescript,  
or in bold black capitals.

CHFP041

First directors and secretary and intended situation  
of registered office

Notes on completion appear on final page

Company Name in full

4504128
CITY OF LONDON ACADEMY (SOUTHWARK) LIMITED

Proposed Registered Office  
(PO Box numbers only, are not acceptable)

Post town  
County / Region

CORPORATION OF LONDON, PO BOX 270	
GUILDHALL	
LONDON	
	Postcode EC2P2ET

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

Address

Post town

County / Region

LORETTA JENNINGS	
CORPORATION OF LONDON, PO BOX 270	
GUILDHALL	
LONDON	
	Postcode EC2P2ET

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record.

LORETTA JENNINGS CITY SOLICITOR'S DEPT.,	
CORPORATION OF LONDON, PO BOX 270, GUILDHALL	
LONDON EC2P2ET Tel 020 7332 3698	
DX number	DX exchange



LD1  
COMPANIES HOUSE

\*LF90QD44\*

0096  
06/08/02

Form revised April 2002

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Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh

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

Company name		CITY OF LONDON ACADEMY (SOUTHWARK) LIMITED	
NAME	*Style / Title	*Honours etc.	
Forename(s)		LORETTA	
Surname		JENNINGS	
Previous forename(s)			
Previous surname(s)			
Address ††		107 MYSORE ROAD	
Post town		LONDON	
County / Region		Postcode	SW15RZ
Country			

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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

Consent signature

Loretta Jennings

Date

01/08/02

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

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc.	
	M <sup>r</sup>	MBE JP	
Forename(s)		WILLIAM HARRY	
Surname		DOVE	
Previous forename(s)		None	
Previous surname(s)		None	
Address ††		2 EVERSHED HOUSE	
		OLD CASTLE STREET	
Post town		LONDON	
County / Region		Postcode	E1 7NU
Country		ENGLAND	

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth

06/11/1939

Nationality

BRITISH

Business occupation

CHARITY ADMINISTRATOR

Other directorships

see attached.

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

Consent signature

W. H. Dove

Date

24 July 2002

WILLIAM HARRY DOVE

OTHER DIRECTORSHIPS (GOVERNOR TRUSTEE  
MEMBER OF COUNCIL)

The Bishopsgate Foundation.

Sir John Cass's Foundation.

The City Parochial Foundation.

The Trust for London

St Andrew Holborn City Foundation.

Aldgate Freedom Foundation.

The Mitchell City of London Charity Educational Foundation

The City Chapter & Percy Greenham Foundation.

The City Metropolitan Welfare Charity

The Metropolitan Public Gardens Association.

# Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	*Honours etc.	
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Address <sup>††</sup>			
Post town			
County / Region		Postcode	
Country			

☐ <sup>††</sup> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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)		NICHOLAS PHILIP	
Surname		STANTON	
Previous forename(s)			
Previous surname(s)			
Address <sup>††</sup>		82 SOUTHWARK PARK ROAD	
Post town		LONDON	
County / Region		Postcode	SE16 3RS
Country		UK	

☐ <sup>††</sup> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth

13 09 1966

Nationality

BRITISH

Business occupation

COUNCIL LEADER

Other directorships


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

Consent signature

Nicholas Stanton

Date

25.11.02

*Please list directors in alphabetical order*

\*Voluntary details

**† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.**

\*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address<sup>†</sup>

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 \_\_\_\_\_

**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: \_\_\_\_\_

THE COMPANIES ACTS 1985 AND 1989



310 Low  
047798

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

4504128

MEMORANDUM OF ASSOCIATION OF  
CITY OF LONDON ACADEMY (SOUTHWARK) LIMITED

1. The Company's name is CITY OF LONDON ACADEMY (SOUTHWARK) LIMITED (and in this document it is called "the Trust").
2. The Trust's registered office is to be situated in England and Wales.
3. The Trust's objects ("the Objects") are to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing a school offering a broad curriculum with a strong emphasis on, but in no way limited to, business and enterprise ("the City Academy").
4. In furtherance of the Objects but not further or otherwise the Trust may exercise the following powers:-
  - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Trust;
  - (b) to raise funds and to invite and receive contributions provided that in raising funds the Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
  - (d) subject to clause 5(7) below to employ such staff as are appropriate to facilitate the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants. Such staff shall not be governors, save for the head teacher of the City Academy and staff or teacher governors elected in accordance with the City





Academy's Articles of Association.

- (e) to retain employ or appoint such persons (whether as employees, consultants, advisers, sub-contractors or however) as may be requisite for the promotion of the Objects and on such reasonable terms and conditions as the governors shall think fit;
- (f) to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects;
- (g) to co-operate with other charities, other independent and maintained schools, voluntary bodies, statutory authorities and other persons operating in furtherance of the Objects and to exchange information and advice with them;
- (h) to pay out of funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust;
- (i) to establish maintain carry on manage and develop the City Academy in the London Borough of Southwark;
- (j) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils;
- (k) to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- (l) to carry out research into the development and application of new techniques in education in particular in relation to the City Academy's area of curricular specialisation and to its approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from the application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in City Academies;
- (m) subject to such consents as may be required by law to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Trust may think fit;
- (n) to invest the moneys of the Trust not immediately required for the furtherance of the Objects in or upon such investments, securities or property as may be thought fit, to hold the same as investments and to sell, exchange, carry and dispose of

the same, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

(o) to provide indemnity insurance to cover the liability of 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 Trust: *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 any unsuccessful defence to a criminal prosecution brought against the governors in their capacity as governors;*

(p) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the City Academy;

(q) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

5) The income and property of the Trust shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Trust, and no governor shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust. *Provided that nothing in this document shall prevent the payment in good faith by the Trust:-*

(1) of the usual professional charges for business done by any governor who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Trust to act in a professional capacity on its behalf. *Provided that at no time shall a majority of the governors benefit under this provision and that a governor shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;*

(2) of reasonable and proper remuneration for any services rendered to the Trust by any member, officer or servant of the Trust who is not a governor;

(3) of interest on money lent by any member of the Trust or governor at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base

lending rate of a clearing bank to be selected by the governors;

- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a governor may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company;
- (5) of reasonable and proper rent (as determined by an independent valuer appointed by the Trust) for premises demised or let by any member of the Trust or a governor;
- (6) to any governor of reasonable out-of-pocket expenses;
- (7) of reasonable and proper remuneration to any governor of the City Academy who is employed by the Trust at the City Academy established or continued by the Trust: Provided that at no time shall a majority of the governors benefit under this provision and that a governor shall withdraw from any meeting at which his or her appointment, remuneration or terms or conditions specific to him or her at the City Academy are under discussion;
- (8) of any premium in respect of any indemnity insurance to cover the liability of the governors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or 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 (or any of them) knew to be a breach of trust or breach of duty or which was committed by the governors in reckless disregard to 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 any unsuccessful defence to a criminal prosecution brought against the governors (or any of them) in their capacity as governors.

- 6. The liability of the members of the Trust is limited.
- 7. Every member of the Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Trust's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Trust's debts and liabilities before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. If the Trust is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property it shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Trust by Clause 5 above, chosen by the members of the Trust at or before the time of dissolution and if that cannot be done then to some other charitable object.
9. No alteration or addition shall be made to or in the provisions of the Memorandum or Articles of Association which would have the effect (a) that the Trust would cease to be a company to which Section 30 of the Companies Act 1985 applies; (b) of being inconsistent with the provisions of Section 64 of the Charities Act 1993; or (c) that the Trust would cease to be a charity.

WE, the persons whose names and addresses are written below wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers

1. Signature

*J Mayhew*

Name

Indith Mayhew

Address

515 Queens Quay  
58 Upper Thames Street  
London EC4V 3EH

2. Signature

*W H Harry*

Name

WILLIAM HARRY DOVE

Address

2 EVERSHEDS THE  
OLD CASTLE ST  
LONDON E1 7NH

3. Signature

*Bruce*

Name

Bruce Liddington

Address

2 The Elms, 1A Green Lane, Wolverhampton, MK12 5HB

4. Signature

*William Robert Flaxen*

Name

WILLIAM ROBERT FLAXEN

Address

1 AUSTIN ROAD, DUNELM S.E.21 8AB.

Witness to the above Signatures:

Name:

*Loretta Jennings*  
LORETTA JENNINGS

Address:

BRILDHALL  
LONDON EC2P 2ET

Occupation:

SOLICITOR

Dated: 25th July

2002

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CITY OF LONDON ACADEMY (SOUTHWARK) LIMITED

INTERPRETATION

1.1. In these Articles:

"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"appointed governor"	means a sponsor, LEA, or additional governor appointed under these articles;
"the articles"	means these Articles of Association of the Trust;
"the City Academy"	means The City of London Academy (Southwark) as referred to in Clause 3 of the memorandum and established by the Trust;
"clear days"	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day of which it is given or on which it is to take effect;
"elected governor"	means a parent, teacher or staff governor elected under these articles;
"executed"	includes any mode of execution;
"the Governing Body"	means the governors on completion of the construction phase of the City Academy;
"the governors"	means the directors of the Trust (and "governor" has a corresponding meaning);
"head teacher"	means the head teacher of the City Academy;

"the initial directors"	means the directors of the Trust during the construction phase of the City Academy before the appointment of the Governing Body
"the LEA"	means Southwark Local Education Authority;
"Member"	means a member of the Trust who as such is bound by the undertaking contained in Clause 7 of the memorandum;
"the memorandum"	means the memorandum of association of the Trust;
"office"	means the registered office of the Trust;
"the seal"	means the common seal of the Trust if it has one;
"the secretary/clerk"	means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary; the secretary shall be known as the "clerk" under article 65;
"Secretary of State"	means the Secretary of State for Education and Skills;
"The Sponsor"	means The Mayor and Commonalty and Citizens of the City of London;
"sponsor governor"	means a governor appointed by the Sponsor;
"teacher"	means a teacher employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at the City Academy;
"the Trust"	means the company intended to be regulated by these articles;
"the United Kingdom"	means Great Britain and Northern Ireland

1.2. Words importing the masculine gender only shall include the feminine gender. Words importing the singular number only shall include the plural number, and vice versa.

1.3. Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

## OBJECTS

2. The Trust is established for the objects expressed in the memorandum.

## MEMBERS

3. The Members of the Trust shall comprise:
  - 3.1. three persons appointed by the Sponsor to include the chairman of the Governing Body (when constituted in accordance with article 37);
  - 3.2. one person appointed by the Secretary of State
  - 3.3. any person appointed under article 6.
4. Each of the persons entitled to appoint Members in accordance with article 3 shall have the right from time to time by written notice delivered to the Trust's registered office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.
5. If either of the persons entitled to appoint Members in accordance with article 3 becomes legally incapacitated their right to appoint Members under these Articles shall vest in their successors in title.
6. The Sponsor may appoint such additional Members as it thinks fit and may remove any such additional Members.
7. Every person nominated to be a Member of the Trust shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.

## GENERAL MEETINGS

8. The Trust shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Trust and that of the next. Provided that so long as the Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the governors shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
9. The Governors may 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 the receipt of the requisition.



## NOTICE OF GENERAL MEETINGS.

10. An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a governor shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote.
11. The notice shall specify the time and place of the meeting and general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
12. The notice shall be given to all the Members, to the governors and auditors.
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

14. No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Three persons entitled to vote upon the business to be transacted, being two Members nominated by the Sponsor and one Member nominated by the Secretary of State, shall constitute a quorum.
15. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the governors may determine.
16. During the construction phase of the City Academy, the Sponsor shall appoint the chairman. Following the appointment of the Governing Body, the chairman of the Governing Body shall preside as chairman at general meetings. If the chairman is not present within fifteen minutes after the time appointed for the holding the meeting and willing to act the Members present shall elect one of their number to be chairman.
17. A governor shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
18. The chairman may, with the consent of a 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 the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

19. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
  - 19.1. by the chairman; or
  - 19.2. by at least two Members having the right to vote at the meeting.
20. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting 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.
21. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
22. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
24. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

25. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
26. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

## VOTES OF MEMBERS

27. Subject to article 23 on the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
28. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the governors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
29. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Trust have been paid.
30. No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
31. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the governors may approve) –

"I/We, ..... of..... being a  
Member/Members of the above named trust, hereby appoint  
..... of ..... or failing him, .....of

.....as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust to be held on ..... 200[ ], and at any adjournment thereof.

Signed on .....200[ ]

32. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the governors may approve)-

"I/We, ..... of ..... being a Member/Members of the above-named trust, hereby appoint ..... of..... or failing him ..... of .....as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust, to be held on ..... 200[ ], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \*for \*against

Resolution No 2 \*for \*against

\*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on..... 200[ ]"

33. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by a notary or in some other way approved by the governors may –

33.1. be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

33.2. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

33.3. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the

meeting at which the poll was demanded to the chairman or to the clerk or to any governor;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

34. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the proxy voting or demanding a poll unless notice of the determination was received by the Trust at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### INITIAL DIRECTORS

35. The initial directors shall be three persons appointed by the Sponsor and one person appointed by the London Borough of Southwark. The quorum for meetings of the initial directors shall be two. The chairman of the board of initial directors shall be appointed by the Sponsor. Subject to these articles, the initial directors may regulate their proceedings as they see fit.

#### GOVERNORS

36. The number of governors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
37. On completion of the construction phase of the City Academy the Trust shall have the following governors:
- a) eight sponsor governors;
  - b) two parents of pupils at the City Academy, including one parent residing in the City of London ("the parent governors")
  - c) one governor appointed by Southwark local education authority ("the LEA governor")
  - d) the head teacher;
  - e) one other member of the teaching staff ("the teacher governor");
  - f) one member of the non-teaching staff ("the staff governor")

Provided that the parent governors, the teacher governor and the staff governor shall only take office when elected in accordance with articles 42 – 44.

The Trust may also have any additional governor appointed under article 48.

38. The governors required by article 37 shall be appointed or elected, as the case may be, under these articles.

## APPOINTMENT AND ELECTION OF GOVERNORS

39. The Sponsor shall appoint the sponsor governors.

40. The LEA may appoint the LEA governor.

41. The head teacher shall be a member of the governing body who shall be treated for all purposes as being an ex officio governor.

- 42.1 The parent governors shall be elected by parents of registered pupils at the City Academy. One parent governor shall be a parent of a registered pupil at the City Academy who resides in the City of London. A parent governor must be such a parent at the time when he is elected. The number of parent governors required shall be made up by parent governors appointed by the Governing Body if the number of parents standing for election is less than the number of vacancies.

- 42.2 The Governing body shall determine for the purposes of an election of a parent governor any question whether a person is eligible for election. The Governing Body shall make all necessary arrangements for and determine all other matters relating to an election of parent governors. An election of parent governors which is contested shall be held by secret ballot.

- 42.3 The arrangements made for the election of a parent governor shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the City Academy by a registered pupil at the City Academy.

- 42.4 Where a vacancy for a parent governor is required to be filled by election the Governing Body shall take such steps as are reasonably practicable to secure that every person who is known to them to be a parent of a registered pupil at the City Academy is informed of the vacancy and that it is required to be filled by election; and informed that he is entitled to stand as a candidate and vote at the election, and given an opportunity to do so.

- 43.1 The teacher governor shall be elected by the teachers at the City Academy. A teacher governor must be a teacher at the City Academy at the time he is elected. If a teacher governor ceases to be a teacher at the City Academy, then he shall be deemed to have resigned as a teacher governor. For this purpose "teacher" means a teacher employed under a contract of employment for services or otherwise engaged to provide his services as a teacher.
- 43.2 The Governing Body shall determine for the purposes of an election of a teacher governor any question whether a person is eligible for election. The Governing Body shall make all necessary arrangements for and determine all other matters relating to an election of a teacher governor. Any election of a teacher governor which is contested shall be held by secret ballot.
- 44.1 The staff governor shall be elected by persons employed to work at the City Academy otherwise than as teachers. The staff governor must be so employed at the time he is elected. If a staff governor ceases to be employed otherwise than as a teacher at the City Academy then he shall be deemed to have resigned as a staff governor. For this purpose "employed" means employed under a contract of employment or a contract for services.
- 44.2 The Governing Body shall determine, for the purposes of an election of the staff governor, any question whether the person is eligible for election. The Governing Body shall make all necessary arrangements for and determine all other matters relating to any election of staff governors. Any election of a staff governor which is contested shall be held by secret ballot.

#### VACANCIES OF APPOINTED GOVERNORS

45. Where a vacancy in the office of an appointed governor arises, the clerk shall as soon as is reasonably practicable give notice in writing of that fact to the person entitled to appoint a person to that office. Where any person makes an appointment or removal of a governor, they shall give written notice of the appointment or removal to the clerk and, in the case of an appointment, shall specify the name and usual place of residence of the person so appointed.

#### APPOINTMENT OF ADDITIONAL GOVERNORS

- 46 The Secretary of State may give a warning notice to the Governing Body where –
- 46.1 he is satisfied –
- 46.1.1 that the standards of performance of pupils at the City Academy are unacceptably low and

are likely to remain so unless the Secretary of State exercises his powers under article 48.

46.1.2 that there has been a serious breakdown in the way the City Academy is managed or governed which is prejudicing, or likely to prejudice, such standards of performance,

46.1.3 that the safety of pupils or staff of the City Academy is threatened (whether by a breakdown of discipline or otherwise); and

46.2 the Secretary of State has previously informed the Governing Body of the matters on which that conclusion is based; and

46.3 those matters have not been remedied to the Secretary of State's satisfaction within a reasonable period.

47. For the purposes of article 46 a 'warning notice' is a notice in writing by the Secretary of State setting out –

47.1 the matters referred to in Article 46.1;

47.2 the action which he requires the Governing Body to take in order to remedy those matters; and

47.3 the period within which that action is to be taken by the Governing Body ("the compliance period")

48 The Secretary of State may appoint up to 8 additional governors as he thinks fit if the Secretary of State has:

48.1 given the Governing Body a warning notice in accordance with article 46; and

48.2 the Governing Body has failed to comply or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period; and

48.3 the Secretary of State has given reasonable notice in writing to the Governing Body that he proposes to exercise his powers under this article.

#### TERM OF OFFICE

49. The term of office for any governor shall be 4 years, save that this time limit shall not apply to the head teacher. Subject to remaining eligible to be a particular type of governor any governor may be re-appointed or re-elected.



## RESIGNATION AND REMOVAL

50. A governor shall cease to hold office if he resigns his office by notice to the Trust (but only if at least three governors will remain in office when the notice of resignation is to take effect).
51. A governor shall cease to hold office if he is removed by the person or persons who appointed him. This article does not apply in respect of any elected governor; or a parent governor who has been appointed rather than elected.
52. Where a governor resigns his office or is removed from office, the governor or, where he is removed from office, those removing him, shall give written notice thereof to the clerk.

## DISQUALIFICATION OF GOVERNORS

53. No person shall be qualified to be a governor unless he is aged 18 or over at the date of his election or appointment. No pupil of the City Academy shall be a governor.
54. A governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
55. A governor shall cease to hold office if he is absent without the permission of the Governing Body from all their meetings held within a period of six months and the governors resolve that his office be vacated.
56. A person shall be disqualified from holding or continuing to hold office as a governor if –
  - 56.1 he has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged and the bankruptcy order has not been annulled or rescinded; or
  - 56.2 he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.
57. A person shall be disqualified from holding or continuing to hold office as a governor at any time when he is subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
58. A governor shall cease to hold office if he ceases to be a governor by virtue of any provision in the Act or is disqualified from acting as

a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

59. A person shall be disqualified from holding or continuing to hold office as a governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
60. A person shall be disqualified from holding or continuing to hold office as a governor at any time when he is included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted. The 'list' means the list kept for the purposes of regulations made under section 218(6) of the Education Reform Act 1988.
61. A person shall be disqualified from holding or continuing to hold office as a governor where he has, at any time, been convicted of any criminal offence, excluding any offence for which the maximum sentence is a fine or a lesser sentence.
62. Where, by virtue of these articles a person becomes disqualified from holding, or continuing to hold office as a governor; and he is, or is proposed, to become such a governor, he shall upon becoming so disqualified give written notice of that fact to the clerk.
63. Articles 53 to 62 also apply to any member of any committee of the governors who is not a governor.

#### SECRETARY/CLERK TO THE GOVERNING BODY

64. Subject to the provisions of the Act, the secretary shall be appointed by the governors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The secretary shall be known as "the clerk". The clerk shall not be a governor or the head teacher. Notwithstanding this article, the Governing Body may, where the clerk fails to attend a meeting of theirs, appoint any one of their number to act as clerk for the purposes of that meeting.

#### CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNING BODY

65. The chairman of the Governing Body shall be one of the sponsor governors and shall be appointed by the Sponsor. The Sponsor may remove the chairman from the office at any time and may appoint another sponsor governor as chairman. The governors shall each school year, at their first meeting in that year, elect a vice-chairman from among their number. A governor who is employed to work at the City Academy shall not be eligible to be the chairman or vice-chairman.

66. The vice-chairman shall hold office as such until his successor has been elected in accordance with article 65.
67. The vice-chairman may at any time resign his office by giving notice in writing to the clerk. The vice-chairman shall cease to hold office if –
- 67.1 he ceases to be a governor;
- 67.2 he is employed to work at the City Academy; or
- 67.3 he is removed from office in accordance with these articles.
68. Where by reason of any of the matters referred to in article 67, a vacancy arises in the office of vice-chairman, the governors shall at their next meeting elect one of their number to fill that vacancy.
69. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chairman for the purposes of the meeting.
70. Where in the circumstances referred to in article 69 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the governors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the governor elected shall be a sponsor governor and shall not be a person who is employed to work at the City Academy.
71. Any election of the vice-chairman which is contested shall be held by secret ballot.
72. The governors may remove the vice-chairman from office in accordance with this article:
- 72.1 a resolution to remove the vice-chairman from office which is passed at a meeting of the Governing Body shall not have effect unless –
- 72.1.1 it is confirmed by a resolution passed at a second meeting of the Governing Body held not less than fourteen days after the first meeting ('the second meeting'); and
- 72.1.2 the matter of the vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
- 72.2 Before the Governing Body resolve at the relevant meeting on whether to confirm the resolution to remove the vice-chairman from office, the governor or governors proposing

his removal shall at that meeting state their reasons for doing so and the vice-chairman shall be given an opportunity to make a statement in response.

## POWERS OF GOVERNORS

73. Subject to provisions of the Act, the memorandum and articles and to any directions given by special resolution, the business of the Trust shall be managed by the governors who may exercise all the powers of the Trust. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the governors 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 governors by the articles and a meeting of governors at which a quorum is present may exercise all the powers exercisable by the governors.
74. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the governors shall have the following powers, namely:
- 74.1 to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;
- 74.2 to enter into contracts on behalf of the Trust.
75. The governors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the City Academy and shall consider any advice given by the head teacher.
76. Any bank account in which any part of the assets of the Trust is deposited shall be operated by the governors and shall indicate the name of the Trust. All cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the governors in respect of their activities as governors.

## GOVERNORS' EXPENSES

77. The governors may at the discretion of the Governing Body be paid all reasonable and proper out of pocket travelling, hotel and other expenses, excluding foreign travel, properly incurred by them in connection with their attendance at meetings of governors or committees of governors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

78. Except to the extent permitted by clause 5 of the memorandum and subject to articles 103 to 105, no governor shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a governor in any contract to which the Trust is a party.

## THE MINUTES

79. The minutes of the proceedings of a meeting of the Governing Body shall be drawn up and entered into a book kept for the purpose by the person acting a clerk for the purposes of the meeting; and shall be signed (subject to the approval of the Governing Body) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include:

79.1 all appointments of officers made by the governors; and

79.2 all proceedings of the Trust and of the governors and of committees of governors including the names of the governors present at each such meeting.

## DELEGATION

80. Subject to these articles the governors may delegate any of their powers or functions to any committee. They may also delegate to the head teacher or any other holder of an executive office such of their powers or functions as they consider desirable to be exercised by him. Any such delegation may be subject to any conditions the governors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
81. Where any function of the governors has been delegated to or is otherwise exercisable by a governor (including the chairman or vice-chairman), the head teacher, or a committee established by them; any member, head teacher or committee to whom a function of the governors has been delegated or who has otherwise exercised a function of the governors shall report to the governors in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the governors immediately following the taking of the action or the making of the decision.
82. The governors may establish any committee to exercise, subject to these articles, powers and functions of the governors. The constitution, membership and proceedings of any committee of the governors shall be determined by the governors. The establishment, terms of reference, constitution and membership of any committee of the governors shall be reviewed at least once in every twelve months. The membership of any committee of the governors may include persons who are not governors, provided that a majority of members of any such committee shall be governors. The governors may determine that some or all of the

members of a committee who are not governors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the governors unless the majority of members of the committee present are governors.

## HEAD TEACHER

83. The governors shall appoint the head teacher of the City Academy. Subject to these articles, the head teacher shall be responsible for the internal organisation, management and control of the City Academy, the implementation of all policies approved of by the governors and for the direction of the teaching and curriculum. For these purposes the governors shall delegate those powers and functions required by the head teacher.

## MEETINGS OF THE GOVERNING BODY

84. Subject to these articles, the governors may regulate their proceedings as they think fit.

85. The Governing Body shall hold at least one meeting in every school term. Meetings of the Governing Body shall be convened by the clerk. In exercising his functions under this article the clerk shall comply with any direction –

85.1. given by the Governing Body; or

85.2. given by the chairman of the Governing Body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the governing Body, so far as such direction is not inconsistent with any direction given as mentioned in article 85.1

86. Any three governors may, by notice in writing given to the clerk, requisition a meeting of the Governing Body; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.

87. Each governor shall be given at least fourteen clear days before the date of a meeting-

87.1 notices in writing thereof, signed by the clerk, and sent to each governor at the address provided by each governor from time to time; and

87.2 a copy of the agenda for the meeting:

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent

consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda therefore are given within such shorter period as he directs.

88. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda therefore.
89. A resolution to rescind or vary a resolution carried at a previous meeting of the Governing Body shall not be proposed at a meeting of the Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
90. A meeting of the Governing Body shall be terminated forthwith if-
  - 90.1. the Governing Body so resolve; or
  - 90.2 the number of governors present ceases to constitute a quorum for a meeting of the Governing Body in accordance with article 93, subject to article 95.
91. Where in accordance with article 90 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
92. Where the Governing Body resolve in accordance with article 90 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the clerk to convene a meeting accordingly.
93. Subject to Article 95 the quorum for a meeting of the Governing Body, and any vote on any matter thereat, shall be five governors, including three sponsor governors.
94. The governors may act notwithstanding any vacancies in their number, but, if the numbers of governors is less than the number fixed as the quorum, the continuing governors may act only for the purpose of filling vacancies or of calling a General Meeting.
95. The quorum for the purposes of appointing a parent governor or any vote on the removal of the vice-chairman of the Governing Body in accordance with article 72 shall be any two-thirds (rounded up to a whole number) of the persons who are at the time governors entitled to vote on those respective matters.

96. Subject to these articles, every question to be decided at a meeting of the Governing Body shall be determined by a majority of the votes of the governors present and voting on the question.
97. Subject to articles 93 to 95, where there is an equal division of votes the chairman or, as the case may be, the person who is acting as chairman for the purposes of the meeting, shall have a second or casting vote.
98. The proceedings of the Governing Body shall not be invalidated by-
- 98.1. any vacancy among their number, or
- 98.2. any defect in the election, appointment or nomination of any governor.
99. A resolution in writing, signed by all the governors entitled to receive notice of a meeting of governors or of a committee of governors, shall be valid and effective as if it had been passed at a meeting of governors (or as the case may be) a committee of governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors.
100. Subject to article 101, the Governing Body shall ensure that a copy of-
- 100.1. the agenda for every meeting of the Governing Body;
- 100.2. the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
- 100.2 the signed minutes of every such meeting; and
- 100.3 any report, document or other paper considered at any such meeting.
- are, as soon as is reasonably practicable made available at the City Academy to persons wishing to inspect them.
101. There may be excluded from any item required to be made available in pursuance of article 100, any material relating to-
- 101.1 a named teacher or other person employed, or proposed to be employed, at the City Academy;
- 101.2 a named pupil at, or candidate for admission to, the City Academy; and
- 101.3 any matter which, by reason of its nature, the Governing Body are satisfied should remain confidential.



102. Any governor shall be able to participate in meetings of the Governing Body by video conference provided that he has given notice of his intention to do so detailing the telephone number on which he can be reached and appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting and provided that the Governing Body has access to the appropriate equipment.
103. The City Academy shall not enter into any contract or arrangement where a member of the Governing Body has a duty or pecuniary interest (direct or indirect), which conflicts or may conflict with it unless provided for elsewhere in the memorandum or articles. Any governor who has any such duty pecuniary interest shall disclose that fact to the Governing Body as soon as he becomes aware of it.
104. Without limitation to the generality of article 103, a governor shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the City Academy if:
- 104.1. he is a director or a member holding more than 1/100<sup>th</sup> of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
  - 104.2. he is a partner in a partnership or member of an unincorporated association or any other body with him the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
  - 104.3. he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration.
105. For the purposes of articles 103 and 104, an interest of a person who is, within the meaning of section 346 of the Act, connected with a governor shall be treated as an interest of the governor. This shall include:
- 105.1. that governor's spouse, child or stepchild; or
  - 105.2. a body corporate with which the governor is associated (i.e. if that governor and persons connected with him together are interested in shares comprising at least one fifth of the share capital of that body or are entitled to exercise more than one fifth of the voting power at any general meeting of that body); or

105.3. a person acting in his capacity as trustee of any trust the beneficiaries of which include:

105.3.1. the governor, his spouse or any children or stepchildren or his; or

105.3.2. a body corporate with which he is associated; or

105.4 a person acting in his capacity as a partner of that governor or of any person who, by virtue of article 105.1 – 105.3 above, is connected with that governor.

#### PATRONS AND HONORARY OFFICERS

106. The governors may from time to time appoint any person whether or not a member of the Trust to be a patron of the Trust or to hold any honorary office and may determine for what period he is to hold such office.

#### THE SEAL

107. The seal shall only be used by the authority of the governors or of a committee of governors authorised by the governors. The governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a governor and by the clerk or by a second governor.

#### ACCOUNTS

108. Accounts shall be prepared in accordance to the provisions of Part VII of the Act.

#### ANNUAL REPORT

109. The governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation and an annual return and its transmission to the Commissioners.

#### ANNUAL RETURN

110. The governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

#### NOTICES

111. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the governors need not be in writing

112. A notice may be given by the Trust to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Trust an address, within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Trust.
113. A member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
114. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

#### INDEMNITY


115. Subject to the provisions of the Act every governor or other officer or governor or auditor of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

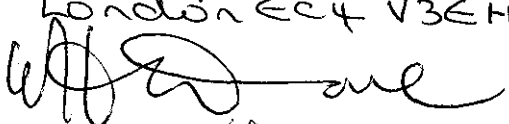
#### RULES

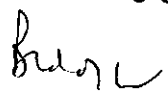
116. The governors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Trust and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- 116.1. the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes;
- 116.2. the procedure at general meetings and meetings of the governors and committees of the governors and meetings of the Governing Body in so far as such procedure is not regulated by the articles;
- 116.3. generally, all such matters as are commonly the subject matter of company rules.


117. The Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the governors shall adopt such means as they think sufficient to bring to the notice of members of the Trust all such rules or bye laws. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Names and Addresses of Subscribers

Signature   
Name Judith Mayhew  
Address 515 Queens Quay  
58 Upper Thames Street  
London EC4V 3EH

Signature   
Name WILLIAM HARRY DOVE  
Address 2 EVERSHED THE  
OLD CASTLE ST LON. E1. 7NU

Signature   
Name Bruce Liddington  
Address 2 The Elms, 1A Green Lane, Wolverton MK12 5HB

Signature   
Name WILLIAM BARRIE BROWN  
Address 1 ALBERT ROAD DUNSTON SE21 8AB.

Date: 25th July, 2002

Witness to the above Signatures:

Name Loretta Jennings  
LORETTA JENNINGS  
Address GUILDHALL  
LONDON EC2P 2ET  
Occupation SOLICITOR

Date 25th July, 2002