

FILE COPY



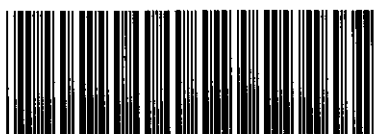
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5664801

The Registrar of Companies for England and Wales hereby certifies that
THE NEWCASTLE UPON TYNE ROYAL GRAMMAR SCHOOL

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 3rd January 2006



N05664801H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —





30(5)(a)

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

Company Name in full

THE NEWCASTLE UPON TYNE ROYAL GRAMMAR SCHOOL

1, ROWAN ELIZABETH FERGUSON

of DICKINSON DEES, ST ANN'S WHARF, 112 QUAYSIDE, NEWCASTLE
UPON TYNE NE99 1SB

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] [PERSON] do hereby
 declare that the company complies with the requirements of section 30(3) of the
 Companies Act 1985.

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

Declarant's signature

Declared at

Day Month Year

99

i Please print name.

before me ❶

A. T. M. SHIEL, WARD HADRON

Signed

Date _____

~~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.

Dickinson Dees

St Ann's Wharf, 112 Quayside, Newcastle upon Tyne, NE99
1SB

REF/ROY/2/56

Tel Tel 0191 279 9000

Dx number DX 61191

DX exchange Newcastle upon Tyne

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

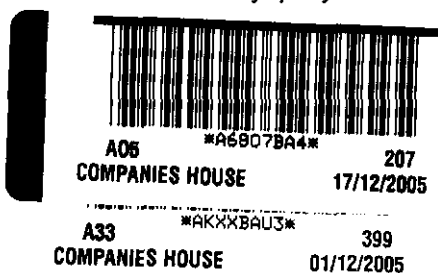
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh





10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

THE NEWCASTLE UPON TYNE ROYAL GRAMMAR SCHOOL

Proposed Registered Office

(PO Box numbers only, are not acceptable)

ROYAL GRAMMAR SCHOOL

ESKDALE TERRACE

Post town NEWCASTLE UPON TYNE

County / Region TYNE & WEAR

Postcode NE2 4PX

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 DICKINSON DEES

Address ST ANN'S WHARF

112 QUAYSIDE

Post town NEWCASTLE UPON TYNE

County / Region TYNE & WEAR

Postcode NE99 1SB

Number of continuation sheets attached

89

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

Dickinson Dees

St Ann's Wharf, 112 Quayside, Newcastle upon Tyne, NE99 1SB

REF/ROY/2/56/2956921 Tel Tel 0191 279 9000

DX number DX 61191 DX exchange Newcastle upon Tyne

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

A06 *A6806BA3* 208
COMPANIES HOUSE 17/12/2005
A33 *AKXX9AU1* 401
COMPANIES HOUSE 01/12/2005

Company Secretary (see notes 1-5)

Company name

THE NEWCASTLE UPON TYNE ROYAL GRAMMAR SCHOOL

NAME

*Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

RICHARD JAMES

Surname

METCALFE

Previous forename(s)

Previous surname(s)

†† 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.

Address ††☐

12 WHITESMOCKS AVENUE

Post town

DURHAM

County / Region

COUNTY DURHAM

Postcode

DH1 4HP

Country

ENGLAND

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

Consent signaturex *RS Metcalfe* x**Date**

x 30 Nov 05 x

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

Forename(s)

NIGEL

Surname

SHERLOCK

Previous forename(s)

Previous surname(s)

†† 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.

Address ††☐

14, NORTH AVENUE

GOSFORTH, NE

Post town

NEWCASTLE UPON TYNE

County / Region

TYNE and Wear

Postcode

NE3 4DS

Country

ENGLAND

Date of birth

Day Month Year

1

2

0

1

1

9

4

0

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

BREWIN DOLPHIN SECURITIES; SKIPTON BUILDING SOCIETY AND SUBS;

CHURCH OF ENGLAND PENSIONS BOARD; NORTH MUSIC TRUST

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

Consent signaturex *Nigel Sherbo* x**Date**

x 7 Nov 2005 x

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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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)

ADAM JOHN

Surname

APPLEGARTH

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

Day Month Year

0

3

0

8

1

9

6

2

Nationality

BRITISH

Date of birth

Business occupation

CHIEF EXECUTIVE ~~BUILDING SOCIETY~~ N.K. PLC

Other directorships

PERSIMMON PLC

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

Consent signature

Date

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

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 ††

†† 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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1 | 8

0 | 8

1 | 9

5 | 8

Nationality

BRITISH

Business occupation**Other directorships**

MARKETING DIRECTOR OF THE SAGE GATESHEAD

ONE NORTH EAST TOURISM ADVISORY BOARD

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

Consent signature**Date**

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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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 ANDREW

Surname

CAMPBELL

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

2 8

0 2

1 9

5 9

Nationality

BRITISH

Business occupation

CHIEF EXECUTIVE THE AMAZING GROUP

Other directorships

AMAZING GRADES LTD; CAMPBELL MEDIA CONSULTANTS LTD;

BELL MEDIA LTD; ENTREPRENEURS FORUM LTD

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

Consent signature

Date

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ☐

Post town

County / Region

Postcode

Country

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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 ☐

Post town

County / Region

Postcode

Country

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Day Month Year

Date of birth

0 | 6 | 0 | 2 | 1 | 9 | 6 | 2

Nationality

BRITISH

Business occupation

UNIVERSITY ACADEMIC

Other directorships

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

Consent signature

Date

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

☐

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)

JOHN COLIN

Surname

FITZPATRICK

Previous forename(s)

Previous surname(s)

Address ††

†† 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

☐

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1 6 0 6

1 9 5 5

Nationality

BRITISH

Business occupation

ACCOUNTANT

Other directorships

COLPET LIMITED

BUNDLES LIMITED

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

Consent signature

Date

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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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 ††

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

2 | 0 | 0 | 6 | 1 | 9 | 6 | 1

Nationality

BRITISH

Business occupation

UNIVERSITY ACADEMIC

Other directorships

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

Consent signature

X

Elmgrove

X

Date

X 18/11/05 X

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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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)

ANDREW

Surname

HOBSON

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

2

0

0

7

1

9

4

9

Nationality

BRITISH

Business occupation

UNIVERSITY ACADEMIC

Other directorships

WESTMINSTER CLASSIC TOURS

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

Consent signature

Date

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††☐

Post town

County / Region

Postcode

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

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

DAVID

Surname

MARSHALL

Previous forename(s)

Previous surname(s)

Address ††☐

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1 | 6 | 0 | 4 |

1 | 9 | 5 | 8 |

Nationality

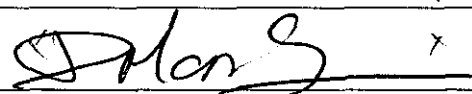
BRITISH

Business occupation

LOCAL EDUCATION AUTHORITY OFFICER

Other directorships

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

Consent signature**Date**

7/11/05

†† 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

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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☐

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

DR

*Honours etc

Forename(s)

KAREN JANE

Surname

NEILL

Previous forename(s)

Previous surname(s)

BEACHAM

Address ††

†† 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

☐

Post town

County / Region

Postcode

Country

Day Month Year

0 3 0 1

1 9 5 5

Nationality BRITISH

Date of birth

Business occupation

CONSULTANT ANAESTHETIST

Other directorships

RGS TRADING CO

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

Consent signature

x

K. Neill

✓

Date

x 7.11.05 x

Company Secretary (see notes 1-5)

* 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

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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 ††

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

2 | 9 | 0 | 1 | 1 | 9 | 4 | 1

Nationality BRITISH

Business occupation

UNIVERSITY ACADEMIC

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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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

OBE

Forename(s)

JOHN WARREN

Surname

SHIPLEY

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

0 | 5 | 0 | 7 | 1 | 9 | 4 | 6

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

THEATRE ROYAL NEWCASTLE; TYNE & WEAR LTD; ARMSTRONG CO LTD;

TYNE & WEAR DEVELOPMENT CO LTD; NEWCASTLE AIRPORT L.A HOLDING CO

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

Consent signature**Date**

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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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

DR

*Honours etc

Forename(s)

ELLA

Surname

RITCHIE

Previous forename(s)

Previous surname(s)

SEARLS

Address ††

†† 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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

0

5

0

7

1

9

4

9

Nationality

BRITISH

Business occupation

UNIVERSITY ACADEMIC

Other directorships

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

Consent signature

Date

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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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 ASHTON

Surname

WALKER

Previous forename(s)

Previous surname(s)

Address ††

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1

7

0

5

1

9

5

7

Nationality

BRITISH

Business occupation

CHIEF EXECUTIVE THE SAGE GROUP

Other directorships

DIAGEO PLC; ~~MY TRAVEL PLC~~ *2.*

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

Consent signature

Date

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

☐

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 EDWARD

Surname

WOOD

Previous forename(s)

Previous surname(s)

Address ††

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☐

Post town

County / Region

Postcode

Country

THE BEECHES, 149 MOOR CRESCENT

GOSFORTH

NEWCASTLE UPON TYNE

TYNE AND WEAR

NE3 4AQ

UK

Day Month Year

Date of birth

2 | 3 | 1 | 0 | 1 | 9 | 5 | 8

Nationality BRITISH**Business occupation**

BARRISTER/RECORDER

Other directorships

RGS TRADING LTD

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

Consent signature**Date**

x [Signature] x

x 7/11/01 x

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
Forename(s)	DAVID LOUIS			
Surname	TAYLOR			
Previous forename(s)				
Previous surname(s)	✗			
Address ††	22 LISTON ROAD			
	CLAPHAM			
Post town	LONDON			
County / Region		Postcode	SW4 0DF	
Country	ENGLAND			
Date of birth	Day	Month	Year	
	0	7	1	2
	1	9	6	6
	Nationality		BRITISH	
Business occupation	BANK DIRECTOR			
Other directorships	THE IRENE TAYLOR TRUST			
I consent to act as director of the company named on page 1				
Consent signature	✗ Louis Taylor ✗		Date	✗ 7/11/05 ✗

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**

✗ Nigel Shroben ✗

Date

✗ 7.11.05 ✗

Signed

✗ Louis Taylor ✗

Date

✗ 7/11/05 ✗

Signed

Adam J. Hargreaves

Date

✗ 7.11.05 ✗

Signed

R. J. Hargreaves

Date

✗ 7/11/05 ✗

Signed

✗ E. J. Hargreaves ✗

Date

✗ 18/11/05 ✗

Signed

✗ Paul Carr ✗

Date

✗ 7/11/05 ✗

Notes

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

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

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

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

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.


The date of birth must be given for every individual director.

4. Other directorships:

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


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

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

Signed ☒  ☒ Date ☒ 7/11/05. ☒

Signed ☒ JG Fife ☒ Date ☒ 7/11/05 ☒

Signed ☒ A. M. M. ☒ Date ☒ 7 Nov. 2005 ☒

Signed ☒  ☒ Date ☒ 7 Nov 2005 ☒

Signed ☒ K. M. M. ☒ Date ☒ 7.11.05 ☒

Signed ☒ A. M. M. ☒ Date ☒ 7 Nov 2005 ☒

Signed ☒ M. M. M. ☒ Date ☒ 7 - 11 - 05 ☒

Signed ☒ J. M. M. ☒ Date ☒ 7.11.05 ☒

Signed ☒ P. M. M. ☒ Date ☒ 7/11/05. ☒

Signed ☒ B. M. M. ☒ Date ☒ 7/11/05 ☒

PAUL CAMPBELL

ADDITIONAL DIRECTORSHIPS

AMAZING BUSINESS LTD.

AMAZING SKILLS LTD.

THE NORTH-EAST E-LEARNING
FOUNDATION LTD.

MAKE-BELIEVER LTD.

22

88030383369/20

NC NC

4

17 DEC 2001 DEC 2005

NTEE

ITAL

COMPANIE COMPANIES

HOUSE

THE NEWCASTLE UPON TYNE ROYAL GRAMMAR SCHOOL

The name of the Charity is “The Newcastle upon Tyne Royal Grammar School”.

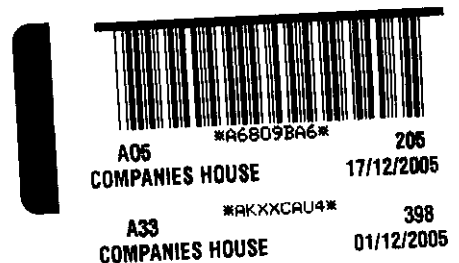
The registered office of the Charity is to be in England and Wales.

The objects for which the Charity is established (the “Objects”) are for the public benefit:

- #### 4. POWERS

In furtherance of the Objects the Charity shall have the following powers:-

- 4.1 To acquire and take over, maintain, carry on, manage and develop the goodwill and undertaking of The Newcastle upon Tyne Royal Grammar School, Newcastle upon Tyne, and the premises upon which such undertaking is carried on and all such assets and liabilities thereof as may be lawfully acquired by the Charity.
- 4.2 To provide educational and recreational facilities and services to students of all ages and the wider community.
- 4.3 To act as corporate trustee of any charity whose objects are the same as or within the Objects.
- 4.4 To hold permanent endowment and other property of any kind upon trust and to undertake any charitable trusts which may lawfully be undertaken by the Charity.
- 4.5 To make bursaries, scholarships, exhibitions, prizes and awards available to pupils and former pupils and otherwise to encourage pupils and former pupils.



- 4.6 To apply for, collect and receive, donations, grants, subscriptions and other financial assistance, or property, of any kind, from any source, whether unconditionally or subject to any trusts or conditions and generally to raise funds for the Objects.
- 4.7 To make loans, grants, donations or other payments of money or of any other kind of property to any individual, group of individuals, partnership, body corporate, local authority or unincorporated association whose activities or objects further the Objects and to provide such persons or bodies with any other kind of assistance, subject to such trusts or conditions, if any, as the Charity may think fit to impose or accept.
- 4.8 To purchase, lease, exchange, hire or otherwise acquire any real or personal property and any rights and/or to construct, develop, invite designs for, maintain and alter any buildings or erections necessary for the work of the Charity.
- 4.9 To carry on trading activities insofar as either the trade is exercised in the course of the actual carrying out of the Objects of the Charity or the trade is temporary and ancillary to the carrying out of the Objects of the Charity.
- 4.10 To present, promote, facilitate, organise and manage exhibitions, lectures, conferences, seminars, displays and courses of instruction and to fix and receive admission fees and other charges therefore.
- 4.11 To procure, prepare, print, publish, issue and disseminate any programme, pamphlet, book, document, film, recording or other work, and to fix and receive fees, royalties and other charges.
- 4.12 To establish, support, whether financially or otherwise, any charitable trusts, associations, or institutions whose objects are within or similar to the Objects.
- 4.13 To amalgamate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and wherever situated) whose objects are similar to those of the Charity which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity under or by virtue of clause 5.
- 4.14 To subscribe to, become a member of, co-operate with or enter into partnership with any organisation, institution, society or body involved or interested in matters which are within the Objects.
- 4.15 To sell, manage, lease, mortgage, dispose of, or otherwise deal with any property of the Charity (but only in accordance with the restrictions imposed by the Charities Act 1993).
- 4.16 To borrow and raise money in such manner and on such security as the Charity may think fit and to issue debentures and other securities (but only in accordance with the restrictions imposed by the Charities Act 1993).
- 4.17 To incorporate, promote, subscribe for, acquire and hold shares, stocks, debentures or other obligations of any other Charity (including without limitation non-charitable subsidiary companies wholly owned and controlled by the Charity).

4.18 To deposit or invest the moneys of the Charity not immediately required for its purposes in any manner (but to have regard to the suitability of investments, the need for diversification and the need for obtaining advice from a financial expert).

4.19 To delegate the management of investments to a financial expert, but only on the terms set out in this clause 4.19.

4.19.1 Where the Governors make any delegation under this clause they shall:-

- (a) inform the investment manager in writing of the extent of the Charity's investment powers;
- (b) lay down a detailed investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it;
- (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
- (d) ensure that they are kept informed and review on a regular basis the performance of their investment portfolio managed by the investment manager and on the exercise by him of his delegated authority;
- (e) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
- (f) review the appointment at such intervals not exceeding 12 months, as they think fit.

4.19.2 Where the Governors make any delegation under this clause they shall do so on the terms that:-

- (a) the investment manager shall comply with the terms of his delegated authority;
- (b) the investment manager shall not do anything which the Governors do not have the power to do;
- (c) the Governors may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this paragraph; and
- (d) the Governors shall give directions to the investment manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf.

4.20 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a body corporate registered or having an established place of business in England and Wales) under the control of the Governors or of a financial expert acting under their instructions and to pay any reasonable fee required.

4.21 To make all reasonable provision for the payment of pensions and superannuation to or on behalf of employees, former employees and their widows and other dependants.

- 4.22 To purchase, acquire and obtain interests in the copyright of any work which can be used or adapted for the Objects.
- 4.23 Subject to clause 5, to employ paid or unpaid agents, advisers or staff.
- 4.24
- 4.24.1 To insure and arrange insurance cover for and to indemnify its officers, staff, voluntary workers and members from and against all such risks incurred in the course of their duties as be thought fit; and,
- 4.24.2 To provide indemnity insurance to cover the liability of the Governors:
- (a) 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 Charity;
 - (b) to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986.
- 4.24.3 Any such insurance in the case of 4.24.2(a) shall not extend to:
- (a) any liability resulting from conduct which the Governors knew, or must be assumed to have known, was not in the best interests of the Charity, or where the Governors did not care whether such conduct was in the best interests of the Charity or not;
 - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Governors;
 - (c) any liability to pay a fine.
- 4.24.4 Any insurance in the case of 4.24.2(b) shall not extend to any liability to make such a contribution where the basis of the Governor's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
- 4.25 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 4.26 To set aside funds for special purposes or as reserves against future expenditure.
- 4.27 To purchase, acquire or undertake all or any of the property, assets, liabilities and engagements of charitable organisations, institutions, societies or bodies with which the Charity is authorised to amalgamate.
- 4.28 To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which the Charity is authorised to amalgamate.

- 4.29 To pay out of the funds of the Charity the costs, charges and expenses of and incidental to forming and registering the Charity.
- 4.30 To apply to the Charity Commissioners of England and Wales for registration as a charity.
- 4.31 To do all such other lawful things which promote or help to promote the Objects.

5. **BENEFITS TO MEMBERS/GOVERNORS**

The income and property of the Charity shall be applied solely towards the promotion of its Objects and may not be paid directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any Member. No Governor appointed to any office of the Charity shall be paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing herein shall prevent any payment in good faith by the Charity:-

- 5.1 of reasonable and proper remuneration to any Member or officer or servant of the Charity (who is not a Governor) for any services rendered to the Charity;
- 5.2 of financial or other assistance of any kind to any individual, group of individuals, partnership, body corporate, local authority, or unincorporated association whose objects and/or activities further the Objects (whether or not such a person is a Governor or Member);
- 5.3 of interest at a reasonable rate on money lent by any Member or Governor to the Charity;
- 5.4 of reasonable and proper rent for premises demised or let by any Member or Governor;
- 5.5 of fees, remuneration or other benefit in money or money's worth to a charity of which a Governor may be a member holding not more than 1% of the capital of that charity;
- 5.6 to any Governor of reasonable out-of-pocket expenses;
- 5.7 to any Governor who is engaged in any profession (or to his firm or company) of any professional or other charges for work carried out by such Governor or his firm or company on behalf of the Charity whether or not it is work which any Governor could do provided that at no time shall a majority of 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 firm or company is under discussion and subject always to the prior written consent of the Charity Commission;
- 5.8
 - 5.8.1 of insurance premia or pursuant to the indemnities referred to in clause 24; and
 - 5.8.2 of any premium in respect of any indemnity insurance to cover the liability of the Governor 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 Charity: provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the Governor knew, or must be assumed to have known, was not in the best interests of the Charity, or where the Governors did not care whether such conduct was in the best interests of the Charity or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully

defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Governors.

- 5.9 in exceptional cases, of other payments or benefits (but only with the prior written approval of the Charity Commission).

6. **AMENDMENTS**

No addition, alteration or amendment which is required by section 64(2) of the Charities Act 1993 to be approved by the Charity Commission shall be made to the memorandum and articles of association of the Charity for the time being in force unless the same shall have been previously submitted to and approved by the Charity Commission.

7. **LIMITED LIABILITY**

The liability of the Members is limited.

8. **GUARANTEE**

Every Member undertakes, 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.

9. **DISSOLUTION**

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

- 9.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within or similar to the Objects;
- 9.1.2 directly for the Objects or charitable purposes within or similar to the Objects;
- 9.1.3 in such other manner consistent with the charitable status as the Charity Commission approves in writing in advance.

- 9.2 A final report and statement of account must be sent to the Charity Commission.

10. **INTERPRETATION**

- 10.1 Words and expressions defined in the Charity's articles of association have the same meanings in this memorandum of association.
- 10.2 The interpretative provisions of the Charity's articles of association shall apply to this memorandum of association.
- 10.3 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.

X Nigel Sherlock

Nigel Sherlock

14 NORTH AVENUE
GOSFORTH
NEWCASTLE UPON TYNE
TYNE AND WEAR
ENGLAND NE3 4DS

Witness to the above signature:-

R. Shaw 7/11/05

Name

Kathryn Shaw

Address

6 West Mount
Sunderland
SR4 8PY

Occupation

FINANCE OFFICER

X Adam Applegarth

Adam John Applegarth

BEECHWOOD HOUSE
THE WALLED GARDEN
MARTON
NORTHUMBRIA
ENGLAND NE20 0RP

Witness to the above signature:-

R. Shaw 7/11/05

Name

Kathryn Shaw

Address

6 West Mount
Sunderland
SR4 8PY

Occupation

FINANCE OFFICER

X David Louis Taylor

David Louis Taylor

22 LISTON ROAD
CLAPHAM
LONDON
ENGLAND SW4 0DF

Witness to the above signature:-

R. Shaw 7/11/05

Name

Kathryn Shaw

Address

6 West Mount
Sunderland
SR4 8PY

Occupation

FINANCE OFFICER

X Lucy Rose Bird

Lucy Rose Bird

Eighty three and a half
NEW GATE STREET
MORFETH
NORTHUMBRIA
ENGLAND NE61 1BX

Witness to the above signature:-

R. Shaw 7/11/05

Name

Kathryn Shaw

Address

6 West Mount
Sunderland
SR4 8PY

Occupation

FINANCE OFFICER

E. Glover
1 ROSE MOUNT
PIT Y ME
DURHAM
COUNTY DURHAM
England DH1 5GA

Edward William Nigel Glover

Witness to the above signature:-

J. Armstrong 18
~~17~~ 11/05.
Name *J. ARMSTRONG*

Address *7 MEADOW CLOSE*
RYTON
NE40 3RY

Occupation *BURSAR'S ASST.*

Paul Campbell
ROSES BOWER
GREAT WHITTINGTON
NEWCASTLE UPON TYNE
TYNE AND WEAR
UK. NE19 2HE

Paul Andrew Campbell

Witness to the above signature:-

Kathryn Shaw 11/11/05
Name *Kathryn Shaw*

Address *6 West Mount*
Sunderland
SR4 8PY

Occupation *FINANCE OFFICER.*

Suzanne Cholerton
1 BELLINGHAM COURT
HAIRSTHEAD GRANGE
BEDLINGTON
NORTHUMBRIA

Suzanne Cholerton

Witness to the above signature:- ENGLAND NE22 5QS

Kathryn Shaw 11.11.05
Name *Kathryn Shaw*

Address *6 West Mount*
Sunderland
SR4 8PY

Occupation *FINANCE OFFICER.*

John Colin Fitzpatrick
105 MOORSIDE NORTH
FENHAM
NEWCASTLE UPON TYNE
TYNE AND WEAR
ENGLAND NE4 9DY

John Colin Fitzpatrick

Witness to the above signature:-

Kathryn Shaw 11.11.05
Name ~~*JOHN COLIN FITZPATRICK*~~
Kathryn Shaw

Address ~~*105 MOORSIDE NORTH*~~
~~*FENHAM*~~ *6 West Mount*
~~*NE4 9DY*~~ *Sunderland*
SR4 8PY

Occupation ✓

FINANCE OFFICER

✓ Andrew Hobson ✓ 27 JEUNE STREET
OXFORD
OXFORDSHIRE
ENGLAND OX4 1BN

Witness to the above signature:-

Ralph Shaw 1.11.05

Name

Kathryn Shaw

Address

6 West Mount
Sunderland
SR4 8PY

Occupation FINANCE OFFICER

K. Neill

Karen Jane Neill

4 WESTFIELD DRIVE
GOSFORTH, NEWCASTLE UPON TYNE

Witness to the above signature:-

TYNE AND WEAR
ENGLAND NE3 4XT

Ralph Shaw 1.11.05

Name

Kathryn Shaw

Address

6 West Mount
Sunderland
SR4 8PY

Occupation

FINANCE OFFICER

✓ David Marshall ✓ 2 SETTING STONES
RICHLETON
WASHINGTON
TYNE AND WEAR
ENGLAND NE38 9EU

Witness to the above signature:-

Ralph Shaw 1.11.05

Name

Kathryn Shaw
6 West Mount

Address

Sunderland
SR4 8PY

Occupation FINANCE OFFICER

A. W. Purdue

Arthur William Purdue

THE OLD RECTORY
ALLENDALE
HEXHAM
NORTHUMBRIA
ENGLAND NE47 9DA

Witness to the above signature:-

Ralph Shaw 1.11.05

Name


Kathryn Shaw

Address


6 West Mount
Sunderland
SR4 8PY

Occupation

FINANCE OFFICER

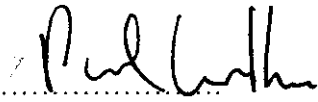

Ella Ritchie
4 CARTINGTON TERRACE
HEATON
NEWCASTLE UPON TYNE
TYNE AND WEAR
ENGLAND NE6 5RQ

Witness to the above signature:-



Name Kathryn Shaw

Address 6 West Mount
Sunderland
SR4 8PY

Occupation FINANCE OFFICER

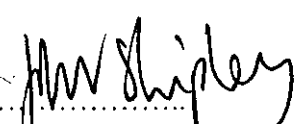

Paul Ashton Walker
5 ELMFIELD PARK
GOSFORTH, NEWCASTLE UPON TYNE

Witness to the above signature:- TYNE AND WEAR
ENGLAND NE3 4QX

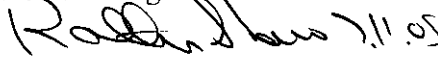

Name Kathryn Shaw

Address 6 West Mount
Sunderland

Occupation SR4 8PY
FINANCE OFFICER

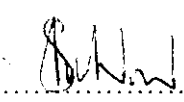

John Warren Shipley
6 BRIDGE PARK
GOSFORTH
NEWCASTLE UPON TYNE
TYNE AND WEAR
ENGLAND NE3 2DX

Witness to the above signature:-

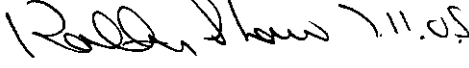

Name Kathryn Shaw

Address 6 West Mount
Sunderland
SR4 8PY

Occupation FINANCE OFFICER


Simon Edward Wood
THE BEECHES
49 MOOR CRESCENT
GOSFORTH
NEWCASTLE UPON TYNE
TYNE AND WEAR
ENGLAND NE3 4AQ

Witness to the above signature:- ENGLAND NE3 4AQ


Name Kathryn Shaw

Address 6 West Mount
Sunderland
SR4 8PY

Occupation FINANCE OFFICER

We wish to be formed into a company under this memorandum of association.

Date: 18 NOVEMBER 2005

THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE NEWCASTLE UPON TYNE ROYAL GRAMMAR SCHOOL

1. **EXCLUSION**

Except as provided for in these Articles, no regulations set out in any statute or in any statutory instrument made under any statute concerning companies shall apply to the Charity. The following shall be the Charity's articles of association.

2. **INTERPRETATION**

2.1 In these Articles the following expressions have the following meanings:-

"Act"	the Companies Act 1985 including any statutory modification or re-enactment of that Act for the time being in force;
"AGM"	an annual general meeting of the Charity;
"Board"	the board of Governors;
"Chairman"	the chairman of the Board;
"Charity"	the company governed by these Articles;
"Charity Commission"	the Charity Commission of England and Wales;
"Committee"	a committee of the Board;
"Co-optative Governor"	a governor of the unincorporated charity appointed pursuant to Clause 7 of the Scheme of the Charity Commissioners dated 26th September 1975
"Co-opted Governor"	a governor appointed by the Board pursuant to Articles 7.3 and 7.8
"EGM"	an extraordinary general meeting of the Charity;
"Elected Governor"	a governor elected by the members pursuant to articles 7.2 and 7.5
"Governor"	a director of the Charity (who shall also be a trustee for the purposes of the Charities Act 1993);

“Member”	a member of the Charity; and
“Nominative Governor”	a governor of the unincorporated charity appointed pursuant to Clause 4 of the Scheme of the Charity Commissioners dated 26 September 1975 as amended by a resolution dated 14 February 1997.
“School”	the Newcastle upon Tyne Royal Grammar School referred to in clause 4.1 of the memorandum of association.
“Secretary”	the secretary of the Charity (who shall also be known as the Clerk to the Governors).

2.2 In these Articles:-

- 2.2.1 any gender includes any other gender;
- 2.2.2 the singular includes the plural and vice versa;
- 2.2.3 references to persons include bodies corporate, unincorporated associations, governments, states, partnerships and trusts (in each case, whether or not having separate legal personality);
- 2.2.4 the headings in these Articles are for convenience only and shall not affect the interpretation of these Articles;
- 2.2.5 any reference to a statutory provision includes a reference to any modification, consolidation or re-enactment of the provision from time to time in force and all subordinate instruments, orders or regulations made under it;
- 2.2.6 the *eiusdem generis* rule shall not apply, so that general words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things; and
- 2.2.7 references to writing include any method of reproducing words in a legible and non-transitory form.

3. **MEMBERSHIP**

- 3.1 The Members of the Charity shall be its Governors from time to time provided that no Governor shall become a Member until he signs the Charity’s register of Members or consents in writing to become a Member.
- 3.2 Membership terminates automatically if:-
 - 3.2.1 a Member dies or becomes bankrupt or of unsound mind;
 - 3.2.2 a Member ceases to be a Governor;
 - 3.2.3 a Member (not being a sole Member) resigns his membership by notice in writing to the Charity given when the Charity is not in liquidation.
- 3.3 Except in the case of death or resignation, a person ceasing to be a Member under the provisions of these Articles shall be notified in writing by the Secretary to that effect.

3.4 The Charity shall keep a register of Members in accordance with the Act and a register of Members' interests.

3.5 Membership of the Charity is not transferable.

4. GENERAL MEETINGS

4.1 The Charity must hold an AGM in every year which all the Members are entitled to attend and shall specify it as such in the notice calling it. Not more than 15 months shall elapse between the date of one AGM and that of the next provided that if the Charity holds its first AGM within 18 months of its incorporation it need not hold it in the year of its incorporation or the following year. The AGM shall be held at such time and place as the Board shall appoint.

4.2 The AGM is held for the following purpose:-

- 4.2.1 to receive the accounts of the Charity for the previous financial year;
- 4.2.2 to receive the Governors' report on the Charity's activities since the previous AGM;
- 4.2.3 to accept the retirement of those elected Governors who wish to retire or who are retiring by rotation;
- 4.2.4 to appoint elected Governors;
- 4.2.5 to appoint auditors of the Charity; and
- 4.2.6 to transact such other business as may be brought before it.

4.3 Any meeting which is not an AGM is an EGM.

4.4 An AGM and an EGM called for the passing of a special resolution must be called on at least 21 days' notice. All other EGMs must be called on at least 14 days' notice. In calculating the notice period the day on which the notice is served or deemed to be served, and the day for which it is given, shall not be counted.

4.5 A general meeting of the Charity is deemed to have been validly called notwithstanding that it is called by shorter notice than specified in Article 4.9 if it is so agreed:-

- 4.5.1 in the case of the AGM, by all the Members entitled to attend and vote at the AGM; and
- 4.5.2 in any other case, by a majority in number of the Members having a right to attend and vote together representing at least 95% of the total voting rights which may be cast at meetings of the Members.

4.6 The notice of a general meeting must specify:-

- 4.6.1 the location of the meeting;
- 4.6.2 the date and time of the meeting;
- 4.6.3 the general nature of the business to be discussed at the meeting; and

4.6.4 in the case of an AGM, the fact that it is the AGM.

- 4.7 The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive the same does not invalidate the proceedings at that meeting.

5. **PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 Subject to Article 5.2.2, no business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Unless otherwise provided by these Articles the quorum shall be the figure nearest to but not exceeding one half of the number of the Members from time to time.
- 5.2 If, within half an hour from the time appointed for a meeting, a quorum is not present:-
- 5.2.1 if convened at the request of Members, the meeting shall be dissolved;
- 5.2.2 in any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Board shall appoint. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
- 5.3 The Chairman or, in his absence, the Vice Chairman or such other Governor as the Governors present shall agree shall preside as chairman of the meeting. If neither the Chairman nor such other Governor is present within 15 minutes after the time appointed for holding the meeting or is willing to preside, the Members present shall choose a Governor to preside instead of the Chairman. If there is only one Governor present and willing to act, he shall be the chairman of that meeting.
- 5.4 The chairman of the meeting may, with the consent of any quorate meeting, (and must if so directed by the meeting) adjourn the meeting. No business may be transacted at any adjourned meeting other than business which might have been properly transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 7 days' notice must be given specifying the time and place of the adjourned meeting and the general business to be transacted. Otherwise it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 5.5 Except where otherwise provided by the Act and in these Articles, every issue shall be decided by a majority of the votes cast.
- 5.6 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:-
- 5.6.1 by the chairman of the meeting; or
- 5.6.2 by at least two Members having the right to vote at the meeting; or
- 5.6.3 by a Member or Members representing not less than 10% of the total voting rights of all the Members having the right to vote at the meeting.

5.7 Unless a poll is duly demanded, a declaration by the chairman of the meeting 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. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman of the meeting. 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.

5.8 A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place of the meeting 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.

5.9 A poll demanded on the election of the chairman of the meeting 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 of the meeting directs being not more than 30 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.

5.10 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 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

5.11 A written resolution 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. The resolution will be treated as passed on the date of the last signature.

6. VOTES OF MEMBERS

6.1 Except for the chairman of the meeting, who has a casting vote, every Member present in person has one vote on each issue.

6.2 Votes may be given on a show of hands, or on a poll.

6.3 No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is tendered. Every vote not disallowed at the meeting is valid. Any objection made in due time must be referred to the chairman of the meeting and his ruling in relation to any Member other than himself is final and conclusive. In relation to the chairman of the meeting, the question must be decided by ordinary resolution of the other Members.

7. THE BOARD OF GOVERNORS

7.1 The number of Governors shall be not less than 10 and not more than 20.

7.2 Subject to Article 7.2 the Charity shall have the following governors:

- 7.2.1 8 Nominated Governors;
- 7.2.2 up to 12 Elected Governors;
- 7.3 Subject to Article 7.1 the Charity may also have co-opted governors appointed under article 7.8.
- 7.4 The first governors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act. Those governors who at the date of incorporation were appointed as Nominative Governors shall be deemed to be Nominated Governors and shall remain in office for the residue of the term for which he was appointed. Those governors who at the date of incorporation were appointed as Co-optative Governors shall be deemed to be Elected Governors.
- 7.5 Subject to Articles 7.11 and 7.2, the Members may by ordinary resolution elect a person who is willing to act to be an Elected Governor.
- 7.6 Subject to Articles 7.1 and 7.2 the Nominated Governors shall be appointed as follows:
- 7.6.1 one nominated by Newcastle City Council;
 - 7.6.2 one nominated by the Northumberland County Council;
 - 7.6.3 one nominated by the County Council of Durham;
 - 7.6.4 two nominated by the Senate of the University of Newcastle upon Tyne;
 - 7.6.5 one nominated by the Senate of the University of Durham;
 - 7.6.6 one nominated by the Hebdomadal Council of the University of Oxford; and
 - 7.6.7 one nominated by the Council of the University of Cambridge.
- 7.7 The respective nominating bodies shall notify the Secretary in writing the name and address of the person appointed by them and the persons so nominated shall be deemed to be appointed on the date on which the Secretary receives such notification.
- 7.8 Subject to Article 7.3, the Board may with the approval of not less than 75% of those Governors present appoint a person who is willing to act to be a Co-opted Governor. A Governor so appointed shall hold office only until the next following AGM and if he is not reappointed at that meeting he must vacate office at the conclusion of that meeting.
- 7.9 No person may be appointed a Governor:-
- 7.9.1 unless he is a natural person who has attained the age of 18 years;
 - 7.9.2 if he would be disqualified from office under the provisions of Article 11.
- 7.10 No person may act as a Governor until after signing a declaration of willingness to act as a Governor of the Charity.
- 7.11 A Governor must be a member of the Charity.

8. TERM OF OFFICE, RETIREMENT AND ROTATION OF GOVERNORS

- 8.1 Subject to Article 8.2, one fifth or two of the Elected Governors (whichever is the greater) shall retire from office by rotation at each AGM.

- 8.2 Subject to the provisions of the Act and Article 8.3, the Governors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 8.3 The Elected Governors on the date of incorporation who are to retire by rotation at the first AGM shall be those who had been longest in office as governors of the School under the the Scheme made by the Board of Education on 20 October 1909 as amended by Schemes made by the Board of Education on 4 July 1914 and 5 August 1921 and by Schemes made by the Charity Commissioners on 26 September 1975 and 20 March 1996 and as amended by a resolution of the governors passed on 14 February 1997.
- 8.4 Subject as aforesaid, a Governor who retires at an AGM may, if willing to act, (subject to Article 8.6) be reappointed. If he is not reappointed, he shall retain office until the end of the meeting.
- 8.5 A Nominated Governor shall be appointed for a term of up to three years and may (subject to Article 8.6), if willing to act, be re-appointed.
- 8.6 A Governor shall retire at the next AGM after he has reached the age of 70.

9. BORROWING POWERS

Without prejudice to their general powers the Board may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Charity.

10. POWERS AND DUTIES OF THE BOARD

- 10.1 The affairs and property of the Charity shall be controlled and managed by the Board. It may exercise all such powers of the Charity and do on behalf of the Charity all such acts as may be exercised and done by the Charity and as are not by the Act or these Articles required to be exercised or done by the Charity in general meeting, subject nevertheless to these Articles, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations and provisions as may be prescribed by the Charity in general meeting, but no regulation made by the Charity in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- 10.2 The Board shall have the following powers in the administration of the Charity:-
- 10.2.1 to appoint (and remove) any person (including a Governor) to act as Secretary in accordance with the Act;
 - 10.2.2 to make standing orders, consistent with the Charity's memorandum of association, these Articles and the Act to govern the proceedings at general meetings;
 - 10.2.3 to make rules consistent with the Charity's memorandum of association, these Articles and the Act to govern proceedings at their meetings and at the meetings of Committees;

- 10.2.4 to make regulations consistent with the Charity's memorandum of association, these Articles and the Act to govern proceedings, the administration of the Charity and the use of its seal (if any);
 - 10.2.5 to establish procedures for the resolution of disputes within the Charity; and
 - 10.2.6 to exercise any of the powers of the Charity which are not reserved to the Members.
- 10.3 The Board shall provide for the engagement of such officers and servants as it may consider necessary and the regulation of their duties and the fixing of their terms of employment.
- 10.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Charity shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time by resolution determine.
- 10.5 The Board shall cause proper minutes to be made in books provided for the purpose including details of the names of people present at each meeting of the Board, of the Members and of any Committee and of all resolutions passed at and proceedings of all meetings of the Charity, the Board and any Committee. Such minutes, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting of the same body, shall be sufficient evidence without any further proof of the facts therein stated.

11. DISQUALIFICATION OF GOVERNORS

11.1 A Governor's term of office automatically terminates:-

- 11.1.1 if he ceases to hold office by virtue of any provision of the Act;
 - 11.1.2 if he is disqualified from acting as a charity trustee under the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 11.1.3 if he is proven to be incapable, whether mentally or physically, of managing his own affairs;
 - 11.1.4 if he retires from office under the provisions of Articles 8.1 to 8.4 and is not reappointed;
 - 11.1.5 if he resigns his office by notice in writing to the Charity (but only if at least two Governors will remain in office);
 - 11.1.6 if he is absent from more than three consecutive meetings of the Board in any period of 12 consecutive months unless the Board resolves that his office should not be vacated;
 - 11.1.7 if he is removed from office by a resolution duly passed pursuant to section 303 of the Act.
- 11.2 A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he is:-

- 11.2.1 disqualified from working with children under sections 28 and 29 of the Criminal Justice and Court Services Act 2000; or
- 11.2.2 included in the list kept under section 1 of the Protection of Children Act 1999; or
- 11.2.3 has, at any time been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended (although this does not in any way affect the ability of the Charity to request that checks are undertaken by the Criminal Records Bureau or any successor body as part of any pre-appointment process in relation to potential Governors), and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

12. PROCEEDINGS OF THE BOARD AND COMMITTEES

- 12.1 The Governors may appoint a chairman and a vice chairman of the Board from among their number each for a term of one year from the date of his appointment.
- 12.2 The Chairman or (if the Chairman is unable or unwilling to do so) the Vice Chairman or some other Governor chosen by the majority of the Governors shall preside at each meeting of the Board.
- 12.3 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit but so that not less than two meetings shall be held in each year. Matters arising at any meeting shall be decided by a majority of votes with each Governor having one vote. In case of an equality of votes the Chairman shall have a second or casting vote. A Governor may, and on the request of any Governor, the Secretary shall, at any time summon a meeting of the Board. A Governor who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 12.4 Each Governor shall be given 7 clear days' written notice before the date of a meeting and a copy of the agenda for the meeting, provided that where the Chairman determines that there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting and the copy of the agenda are given within such shorter period as he directs.
- 12.5 The Board may from time to time determine the quorum necessary for the transaction of business, but this shall never be less than the greater of half of the total number of Governors from time to time or 7 Governors.
- 12.6 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Board generally.
- 12.7 The Governors may act notwithstanding any vacancy in their body, provided always that in case the Governors shall at any time be reduced to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for the remaining Governors to act as the Board for the purpose of appointing additional Governors or of convening a general meeting to appoint Governors, but not for any other purpose.
- 12.8 The Board may from time to time and at any time delegate any of its powers to Committees consisting of such Governors or Members as it thinks fit. Any Committee so formed shall, in exercise of the powers so delegated, conform to any regulations imposed on it by the

Board and shall be required to report its proceedings to the Board fully and promptly. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

- 12.9 The Board or any Committee may agree to invite additional persons to attend their meetings for special purposes or to co-opt additional persons to be de facto members of any Committee, but such additional persons shall not have the right to vote. The Board or any Committee may seek advice from such persons as it or they shall think fit. Unless the Board resolves otherwise, the Head of the School and the Bursar of the School shall attend all meetings of the Board.
- 12.10 A technical defect in the appointment of a Governor, or a procedural defect, of which the Governors are unaware at the time shall not invalidate decisions taken at a Board meeting.
- 12.11 A written resolution signed by all the Governors for the time being or by all the members of any Committee shall be as valid and effectual as a resolution passed at a meeting of the Board or of such Committee duly convened, held and constituted. Any such resolution may consist of several documents in the like form each signed by one or more of the Governors or the members of the Committee or may be approved by letter, signed by the Governor or member of the Committee giving the approval. The resolution will be treated as passed on the date of the last signature.
- 12.12 Any Governor shall be able to participate in meetings of the Board by telephone or video conference provided that he has given notice of his intention to do so detailing the telephone number on which he can be reached or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 12 hours before the meeting and provided the Board has access to the appropriate equipment.
- 12.13 Whenever a Governor has a personal interest in a matter to be discussed at a Board or a Committee meeting the Governor concerned must:-
- 12.13.1 declare an interest at or before discussion begins on the matter;
 - 12.13.2 withdraw from the meeting for that item unless expressly invited to remain by the Chairman in order to provide information;
 - 12.13.3 not be counted in the quorum for that part of the meeting; and
 - 12.13.4 withdraw during the vote and have no vote on the matter.

13. SEAL

If the Charity has a seal, the Board shall provide for the safe custody of the seal. The seal must not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two Governors or of a Governor and the Secretary and the said Governors or Governor and Secretary shall sign every instrument to which the seal is affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Charity, such signatures are conclusive evidence that the seal has been properly affixed.

14. RECORDS AND ACCOUNTS

14.1 The Governors shall comply with the requirements of the Act and of the Charities Act 1993 as regards keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:-

14.1.1 annual reports;

14.1.2 annual returns; and

14.1.3 annual statements of accounts.

14.2 The Governors must keep proper records of:-

14.2.1 all proceedings at general meetings;

14.2.2 all proceedings at Board meetings; and

14.2.3 all reports of Committees; and all professional advice obtained.

14.3 Accounting records relating to the Charity must be made available for inspection by any Governor at any reasonable time during normal office hours and may be made available for inspection by Members who are not Governors if the Governors so decide.

14.4 A copy of the Charity's latest available statement of account must be supplied on request to any person who makes a written request and pays the Charity's reasonable costs, within two months.

15. **AUDITORS**

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

16. **NOTICES**

16.1 A notice may be given by the Charity to any Member either personally or by sending it by post to him to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Charity for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and to have been effected, in the case of a notice of a meeting, at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

16.2 Notice shall be given in any manner hereinbefore authorised of every general meeting to every Member (except those Members whose addresses are unknown or who have no known address in the United Kingdom), the Governors, the Headmaster and the auditors for the time being of the Charity. No other person shall be entitled to receive notices of general meetings.

17. **DISSOLUTION**

The provisions of the Charity's memorandum of association relating to the dissolution of the Charity take effect as though repeated here.

18. **INDEMNITY**

Subject to the provisions of the Act every Governor or member of any Committee and every officer and servant of the Charity shall be entitled to be indemnified out of the assets of the Charity against all losses and liabilities properly incurred by them in or about the execution of their office or otherwise in relation thereto. Nothing in this clause shall entitle them to any indemnity against liability arising through negligence or fraud or similar actions on their part.

X Nigel Sherlock

Nigel Sherlock

14 NORTH AVENUE
GOSFORTH
NEWCASTLE UPON TYNE
TYNE AND WEAR
ENGLAND NE3 4DS

Witness to the above signature:-

Rachel Shaw 7/11/05

Name

Kathryn Shaw

Address

6 West Mount
Sunderland
SR4 8PY

Occupation

FINANCE OFFICER

X Adam Applegarth

Adam John Applegarth

BEECHWOOD HOUSE
THE WALLED GARDEN
MARTON
NORTHUMBRIA
ENGLAND NE20 0RP

Witness to the above signature:-

Rachel Shaw 7/11/05

Name

Kathryn Shaw

Address

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Sunderland
SR4 8PY

Occupation

FINANCE OFFICER

X David Louis Taylor

David Louis Taylor

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Witness to the above signature:-

Rachel Shaw 7/11/05

Name

Kathryn Shaw

Address

6 West Mount
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SR4 8PY

Occupation

FINANCE OFFICER

X Lucy Rose Bird

Lucy Rose Bird

ELIGHTY THREE AND A HALF
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NORTHUMBRIA
ENGLAND NE61 1BX

Witness to the above signature:-

Rachel Shaw 7/11/05

Name

Kathryn Shaw

Address

6 West Mount
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Occupation

FINANCE OFFICER

E. Glover
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PITYME
DUNHAM
COUNTY DURHAM
England
Edward William Nigel Glover ENGLAND DH1 5GA

Witness to the above signature:-

J. Armstrong 18/11/05
Name J. ARMSTRONG

Address 7 MEADOW CLOSE
RYTON
NE40 3RY

Occupation BURSAR'S ASST.

Paul Campbell
ROSES BOWER
GREAT WHITTINGTON
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TYNE AND WEAR
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Paul Andrew Campbell

Witness to the above signature:-

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Name Kathryn Shaw

Address 6 West Mount
Sunderland
SR4 8PY

Occupation FINANCE OFFICER.

Suzanne Cholerton
1 BELLINGHAM COURT
HIRST HEAD GRANGE
BEDLINGTON
NORTHUMBRIA
Suzanne Cholerton

Witness to the above signature:- ENGLAND NE22 5AS

Kathryn Shaw 11.11.05
Name Kathryn Shaw

Address 6 West Mount
Sunderland
SR4 8PY

Occupation FINANCE OFFICER.

John Colin Fitzpatrick
105 MOORSIDE NORTH
FENHAM
NEWCASTLE UPON TYNE
TYNE AND WEAR
ENGLAND NE4 9DY
John Colin Fitzpatrick

Witness to the above signature:-

Kathryn Shaw 11.11.05
Name ~~JOHN COLIN FITZPATRICK~~
Kathryn Shaw

Address ~~105 MOORSIDE NORTH~~
~~FENHAM~~ 6 West Mount
~~NE4 9DY~~ Sunderland
SR4 8PY

Occupation FINANCE OFFICER

✓ Andrew Hobson ✓ 37 JEUNE STREET
OXFORD
OXFORDSHIRE
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Witness to the above signature:-

Name Ralph Shaw 1.11.05
✓ Kathryn Shaw ✓
x

Address 6 West Mount
✓ Sunderland
SR4 8PY

Occupation FINANCE OFFICER

Karen Jane Neill

Karen Jane Neill 4 WESTFIELD DRIVE
KOSFORTH, NEWCASTLE UPON TYNE
TYNE AND WEAR
ENGLAND NE3 4 XT

Witness to the above signature:-

Name Ralph Shaw 1.11.05
✓ Kathryn Shaw ✓
x

Address 6 West Mount
✓ Sunderland
SR4 8PY

Occupation FINANCE OFFICER

✓ David Marshall ✓ 2 SETTING STONES
RICKLETON
WASHINGTON
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ENGLAND NE38 9EU

Witness to the above signature:-

Name Ralph Shaw 1.11.05
✓ Kathryn Shaw ✓
x 6 West Mount

Address Sunderland
SR4 8PY

Occupation FINANCE OFFICER

Arthur William Purdue

Arthur William Purdue THE OLD RECTORY
ALLENDALE
HEXHAM
NORTHUMBRIA
ENGLAND NE47 9DA

Witness to the above signature:-

Name Ralph Shaw 1.11.05
✓ Kathryn Shaw ✓
x

Address 6 West Mount
✓ Sunderland
SR4 8PY

Occupation FINANCE OFFICER

Ella Ritchie
.....

Ella Ritchie

4 CANTINGTON TERRACE
HEATON
NEWCASTLE UPON TYNE
TYNE AND WEAR
ENGLAND NE6 5QQ

John Warren Shipley
.....

John Warren Shipley

6 BRIDGE PARK
GOSFORTH
NEWCASTLE UPON TYNE
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ENGLAND NE3 2DX

Witness to the above signature:-

Rachel Shaw 7.11.05

Name

Rachyn Shaw

Address

*6 West Mount
Sunderland
SR4 8PY*

Occupation *FINANCE OFFICER*

Witness to the above signature:-

Rachel Shaw 7.11.05

Name

Rachyn Shaw

Address

*6 West Mount
Sunderland
SR4 8PY*

Occupation *FINANCE OFFICER*

Paul Ashton Walker
.....

Paul Ashton Walker

*5 ELMFIELD PARK
GOSFORTH, NEWCASTLE UPON TYNE*

Witness to the above signature:- *TYNE AND WEAR
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Rachel Shaw 7.11.05

Name

Rachyn Shaw

Address

*6 West Mount
Sunderland*

Occupation *SR4 8PY*

FINANCE OFFICER

Simon Edward Wood
.....

Simon Edward Wood

*THE BEECHES
19 MOOR CRESCENT
GOSFORTH
NEWCASTLE UPON TYNE
TYNE AND WEAR A*

Witness to the above signature:- *ENGLAND NE3 4AQ*

Rachel Shaw 7.11.05

Name

Rachyn Shaw

Address

*6 West Mount
Sunderland
SR4 8PY*

Occupation *FINANCE OFFICER*

~~We wish to be formed into a company under this memorandum of association.~~

Date: *18 NOVEMBER 2005*