



FILE COPY

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

Company No. 6632303

The Registrar of Companies for England and Wales hereby certifies that

STONYHURST

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

Given at Companies House on **27th June 2008**



N06632303A



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

138955/20

COMPANIES ACTS 1985, 1989 & 2006**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL****MEMORANDUM OF ASSOCIATION
OF****STONYHURST**

THURSDAY



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COMPANIES HOUSE

1. NAME

The name of the company is Stonyhurst ("the Charity")

2. REGISTERED OFFICE

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

3. OBJECTS

The objects of the Charity are to:

- (a) advance the Roman Catholic religion, and
- (b) advance education;

by the conduct of one or more Roman Catholic schools in the charism of the Society of Jesus and by ancillary religious and educational activities for the benefit of the community at large ("the Objects")

4. POWERS

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

- 4.1 To acquire develop provide and conduct independent Roman Catholic schools
- 4.2 To provide advice and to promote or carry out research
- 4.3 To publish or distribute information
- 4.4 To amalgamate, affiliate, co-operate or federate (whether in whole or in part) with other bodies being prohibited from distributing profits and assets among their members to at least the extent imposed by this Memorandum upon the Charity
- 4.5 To support (whether by lending money or by any other method) administer act as trustee for or set up other charities and educational institutions including for the avoidance of doubt any educational institution in the state sector.
- 4.6 To raise funds (but not by means of taxable trading) and in its discretion to disclaim any particular contribution
- 4.7 To borrow money (and enter into any derivative arrangement relating to such borrowing) and give security for loans (but only in accordance with the Charities Act 1993)
- 4.8 To acquire or hire property of any kind
- 4.9 To let or dispose of property of any kind (but only in accordance with the Charities Act 1993)
- 4.10 To make grants or loans of money (including bursaries, scholarships and prizes) and to give guarantees provided that where any payment is made to the treasurer or other proper official of a charity the receipt of such treasurer or official shall be a complete discharge to the Governors
- 4.11 To set aside funds for special purposes or as reserves against future expenditure
- 4.12 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments)

- and the need for diversification) provided that the Charity shall have power to retain any investments donated to it
- 4.13 To delegate the management of investments to a financial expert, but only on terms that:
- 4.13.1 the investment policy is set down in writing for the financial expert by the Governors
 - 4.13.2 every transaction carried out by the financial expert (and for the avoidance of doubt excluding daily or monthly interest) is reported promptly to the Governors
 - 4.13.3 the performance of the investments is reviewed regularly with the Governors
 - 4.13.4 the Governors are entitled to cancel the delegation arrangement at any time
 - 4.13.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Governors on receipt; and
 - 4.13.7 the financial expert must not do anything outside the powers of the Governors
- 4.14 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Governors or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.15 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.16 To provide indemnity insurance to cover the liability of the Governors or any officer of the Charity (or any of them) in relation to any liability that attaches to them by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity

PROVIDED THAT any such insurance shall not extend to.

- (i) any liability resulting from conduct which the Governors or the officer of the Charity concerned knew, or must be assumed to have known, was not in the best interests of the Charity, or where the Governors or such officer did not care whether that conduct was in the best interests of the Charity or not
 - (ii) 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
 - (iii) any liability to pay a fine
- 4.17 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.18 To enter into contracts to provide services to or on behalf of other bodies
- 4.19 To establish subsidiary companies to assist or act as agents for the Charity
- 4.20 To pay the costs of forming the Charity
- 4.21 To do anything else within the law which promotes or helps to promote the Objects

5 BENEFITS TO MEMBERS AND GOVERNORS

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members and no part of them shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the Members

- 5.2 A Governor must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
- 5.2.1 as mentioned in clauses 4.16 or 5.3;
 - 5.2.2 interest at a reasonable rate on money lent by the Governor to the Charity;
 - 5.2.3 a reasonable rent or hiring fee for property let or hired by the Governor to the Charity;
 - 5.2.4 if a beneficiary, charitable benefits in that capacity which for the avoidance of doubt include any payment or remission under a scholarship exhibition bursary or other grant or award in respect of all or part of the fees payable for a pupil at any of the Schools of whom a Governor is a parent legal guardian or other responsible person;
 - 5.2.5 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
 - 5.2.6 payment to any company in which the Governor has no more than a 1 per cent shareholding,
 - 5.2.7 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 5.3 Any Governor (or any firm or company of which a Governor is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
- 5.3.1 the goods or services are actually required by the Charity,
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4; and
 - 5.3.3 no more than one third of the Governors are subject to such a contract in any financial year
- 5.4 Whenever a Governor has a personal interest in a matter to be discussed at a meeting of the Governors or a committee the Governor concerned must:
- 5.4.1 declare an interest at or before discussion begins on the matter;
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 5.4.3 not be counted in the quorum for that part of the meeting; and
 - 5.4.4 withdraw during the vote and have no vote on the matter
- 5.5 This clause may not be amended without the prior written consent of the Commission

6. LIMITED LIABILITY

The liability of the Members is limited

7. GUARANTEE

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

8. DISSOLUTION

- 8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities including pensions or allowances to retired employees of the Charity in accordance with any pension scheme in force at the date of liquidation must be applied to the trustees for the time being of the Society Charity for the general charitable purposes of the Society Charity but if the Society Charity shall have ceased to exist then;
- 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects; or
 - 8.1.2 directly for the Objects or charitable purposes within or similar to the Objects; or

- 8 1 3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 8 2 A final report and statement of account must be sent to the Commission
- 8 3 If either education shall cease to be a head of charity or statute shall forbid or prevent the conduct or carrying on of schools other than as schools maintained by local or other statutory education authorities within the Education Act 1996 (or any other statutory re-enactment thereof) or shall forbid the charging of fees for provision of education of children of school age then the objects of the Charity shall exclusively be those which advance the Roman Catholic religion as if the Charity had been wound up or dissolved

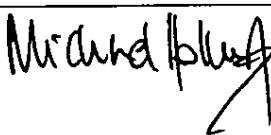



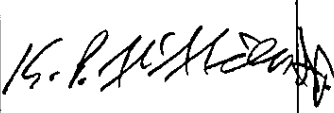

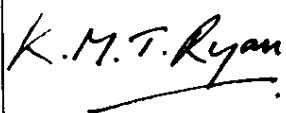

9. **VARIATION**

No resolution to amend Clauses 1, 3, 8 and 9 of this Memorandum or Articles 1, 3, 9, 10, 11 and 12 of the Articles of Association shall be valid unless the Charity has received the prior written consent of the Father Provincial

10. **INTERPRETATION**

- 10.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.
- 10.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

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

| Name address and Occupation of subscribers | Signature of Subscribers | Date | Signature of witness address and occupation |
|---|---|----------|---|
| Michael Mark Holman Minister of Religion 114 Mount Street London WIK 3AH |  | 14.06.08 |  AS BELOW |
| Matthew John Power Minister of Religion Loyola Hall Warrington Road PRESCOT Merseyside L35 6NZ |  | 14.06.08 |  27 Essex Road Higham Boreley BB12 9BY Education Consultant |
| Keith Patrick McMillan Minister of Religion Sacred Heart Presbytery Edge Hill London SW19 4LU |  | 13-6-08 |  27 High Road London N15 6ND Minister of Religion |
| Kevin Michael Talbot Ryan Solicitor (retired) 50 Broad Street Alresford Hampshire SO24 9AN |  | 13.06.08 |  MICHAEL G EDWARDS 3 CHALGROVE AV MORDEN SM4 5RB EDUCATION OFFICER |

COMPANIES ACTS 1985, 1989 & 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
STONYHURST**

1. MEMBERSHIP

- 1.1 The number of Members with which the Charity proposes to be registered is four
- 1.2 The Charity must maintain a register of Members
- 1.3 The Members of the Charity shall be:
 - 1.3.1 3 natural persons ("the Foundation Members") appointed by the Trustee of the Society after consultation with the Governors; and
 - 1.3.2 the Chairman of Governors ("the Chairman") for the time being.
- 1.4 Membership is terminated if the Member concerned
 - 1.4.1 gives written notice of resignation to the Charity; or
 - 1.4.2 dies; or
 - 1.4.3 ceases to be Chairman or a Governor, or
 - 1.4.4 being a Foundation Member is removed by the Trustee of the Society
- 1.5 Membership of the Charity is not transferable
- 1.6 The Members are responsible to the Society and the Society Charity:
 - 1.6.1 for the spiritual character and ethos of the Schools,
 - 1.6.2 for maintaining regular contact with the Society in order to interpret the aims and expectations of the Society for its schools;
 - 1.6.3 for compliance by the Governors with Article 9.
- 1.7 It shall be the specific responsibility of the Foundation Members to monitor the maintenance of the Restricted Sum, and to give timely warning to the Society Charity of any danger that the net asset value of the Charity will fall below the Restricted Sum

2. GENERAL MEETINGS OF THE MEMBERS

- 2.1 General meetings are called on at least 14 clear days' written notice specifying the business to be discussed unless special notice is required by the Act. The notice shall specify the time and place of the meeting and a copy of the notice shall be sent to all Members and to the auditors and, unless the Members resolve under Article 2.12 that the Governors are not to attend the General Meeting in question, to all Governors who are not Members
- 2.2 A general meeting may be called at shorter notice if it is so agreed by a majority of Members who together hold not less than 90 per cent of the voting rights at the meeting of all of the Members
- 2.3 There is a quorum at a general meeting if the number of Members personally present is at least 3
- 2.4 The Chairman shall normally preside at a general meeting but if he is unable or unwilling to do so some other Member elected by those present shall preside
- 2.5 A Member may appoint another person as his proxy to exercise all or any of his rights and to speak and vote at general meetings
- 2.6 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 2.7 Subject to the provisions of the Act the Charity may pass a resolution in writing providing the requisite number of eligible Members have consented to the resolution and the following shall apply:
 - 2.7.1 the requisite number of eligible Members is:
 - a) in the case of an ordinary resolution, a simple majority of the total voting rights of eligible Members; and

- b) in the case of a special resolution, a majority of not less than 75% of the total voting rights of eligible Members;
- 2.7.2 a proposed written resolution shall lapse if it is not passed before the deadline set out in a statement accompanying the written resolution and in the absence of such statement, shall lapse 28 days after the circulation date;
- 2.7.3 the Member has agreed to a written resolution where the Charity receives from him (or from someone acting on his behalf) in hard copy or electronic form an authenticated document as defined in Article 2.7.4 that.-
 - a) identifies the resolution to which it relates;
 - b) indicates the Member's agreement to the resolution; and
- 2.7.4 an authenticated document is one which:
 - a) if in hard copy, has been signed by the Member sending or supplying it; or
 - b) if in electronic form, is accompanied by a statement of identity of the Member sending or supplying it and the Charity has no reason to doubt the truth of that statement.
- 2.8 The Charity must hold an AGM in every year which all Members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation
- 2.9 At an AGM the Members
 - 2.9.1 receive the accounts of the Charity for the previous financial year;
 - 2.9.2 receive the Governors' report on the Charity's activities since the previous AGM;
 - 2.9.3 appoint or reappoint Governors or accept the retirement of those Governors who wish to retire or who are retiring by rotation;
 - 2.9.4 appoint auditors for the Charity;
 - 2.9.5 may confer on any individual (with his or her consent) the honorary title of patron, president or vice-president of the Charity; and
 - 2.9.6 discuss and determine any issues of policy or deal with any other business put before them
- 2.10 Any general meeting which is not an AGM is an EGM
- 2.11 An EGM may be called at any time by the Governors and must be called within 28 days on a written request from any Members holding not less than one tenth of the total voting rights of all of the Members.
- 2.12 Any Governor may (unless the Members expressly resolve to the contrary) attend any general meeting of the Members but shall not (unless also a Member) vote at it.
- 3. THE GOVERNORS**
- 3.1 The Governors as charity trustees have control of the Charity and its property and funds and when complete shall consist of the 3 Foundation Members and not less than 9 nor more than 13 persons appointed by the Members at the AGM by a simple majority vote.
- 3.2 When appointing a Governor the Members shall take into account:
 - 3.2.1 the views or recommendations of the Governors, and
 - 3.2.2 the need to reflect:
 - 3.2.2.1 the social and economic composition of the community served by the Schools
 - 3.2.2.2 the general interests of the Society, former pupils (including the Stonyhurst Association) and the local church
- 3.3 A majority of the Governors shall be Roman Catholic and the decision as to who should retire so as to ensure compliance with this article shall be that of the Governors in consultation with the Trustee of the Society
- 3.4 Every Governor must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Governors

and shall, when requested, make disclosures for the purposes of a check by the Criminal Records Bureau

3 5 In relation to retirement and re-appointment of Governors

3.5.1 one third (or the number nearest one third) of the Governors must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots

3.5.2 retiring Governors shall be eligible for re-appointment for consecutive periods not exceeding in aggregate nine years from the date of their original appointment but thereafter Governors shall not be eligible for re-appointment until one year after their retirement. In this clause a 'year' means the period between one AGM and the next.

3 6 A Governor's term of office automatically terminates if he or she:

3.6.1 is disqualified under the Charities Act 1993 from acting as a charity trustee

3 6 2 dies

3.6.3 is incapable, whether mentally or physically, of managing his or her own affairs

3.6.4 is absent from three consecutive meetings of the Governors except for a reason approved and duly minuted by the Governors

3 6 5 ceases to be a Member

3.6.6 resigns by written notice to the Governors (but only if at least two Governors will remain in office)

3 6 7 is removed by resolution passed by a majority of Members present voting at a general meeting called on special notice and after the meeting has invited the views of the Trustee of the Society and of the Governor concerned and considered the matter in the light of any such views

3.6.8 is considered by the Governors to be unsuitable to have access to children (and the Governors shall have regard in particular to any list of persons considered to be unsuitable to have access to children or young persons (which would include, without limitation, the Sex Offenders Register)).

3 7 The Governors may at any time co-opt any person duly qualified to be appointed as a Governor to fill a vacancy in their number or as an additional Governor but, in either case, only after consultation with the Members and may remove any co-opted Governor, but, unless removed earlier, a co-opted Governor holds office only until the next AGM when his or her appointment may be confirmed by the Members

3.8 A technical defect in the appointment of a Governor of which the Governors are unaware at the time does not invalidate decisions taken at a meeting

3 9 The Chairman of Governors shall be appointed by the Members from a list of one or more persons proposed by the Governors. The Chairman shall serve for a period of 3 years and shall subject to Article 3.5.2 be eligible for reappointment for a further 3 years

4. **MEETINGS OF THE GOVERNORS**

4 1 The Governors must hold at least 3 meetings each year

4.2 A quorum at a meeting of the Governors is 5 Governors

4 3 A meeting of the Governors may be held either in person or by suitable electronic means agreed by the Governors in which all participants may communicate with all the other participants

4 4 The Chairman or Deputy Chairman or (if the Chairman or Deputy Chairman are unable or unwilling to do so) some other Governor chosen by the Governors present presides at each meeting

4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by a majority of the Governors is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)

- 4.6 Except for the chairman of the meeting, who has a second or casting vote, every Governor has one vote on each issue
- 4 7 A procedural defect of which the Governors are unaware at the time does not invalidate decisions taken at a meeting

5. **POWERS OF GOVERNORS**

- The Governors have the following powers in the administration of the Charity:
- 5.1 to appoint (and remove) any person (who may be a Governor) to act as Secretary to the Charity in accordance with the Act
- 5.2 to appoint from among their number a Deputy Chairman to serve for a period of 3 years who shall be eligible for reappointment for a further 3 year period but this article shall be subject to Article 3.5.2
- 5 3 to appoint the Headteachers but only from a shortlist which has received the prior approval of the Members
- 5 4 to delegate any of their functions to committees consisting of two or more individuals appointed by them but at least one member of every committee must be a Governor and all proceedings of committees must be reported promptly to the Governors
- 5.5 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- 5 6 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5 7 to make Regulations including in particular an Instrument of Government or Constitution consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 5 8 to establish procedures to assist the resolution of disputes within the Charity
- 5.9 to exercise any powers of the Charity which are not reserved to a general meeting

6 **RECORDS & ACCOUNTS**

- 6.1 The Governors must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- 6.1.1 annual reports;
- 6.1 2 annual returns; and
- 6.1.3 annual statements of account
- 6.2 The Governors must keep proper records of
- 6.2 1 all proceedings at general meetings;
- 6 2.2 all proceedings at meetings of the Governors;
- 6.2 3 all reports of committees, and
- 6 2.4 all professional advice obtained
- 6 3 Accounting records relating to the Charity must be made available for inspection by any Governor at any reasonable time during normal office hours.
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Governor or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

7. **NOTICES**

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means, but they may be sent electronically only if the relevant Member or Governor has agreed to receive them in that form or they may be published in any suitable journal or national newspaper circulating in the area of benefit or any newsletter distributed by the Charity
- 7 2 Subject to 7 3 below the only address at which a Member or Governor is entitled to receive notices is the address shown in the register of Members (in the case of

- Members) or the address notified in writing to the Charity (in the case of Governors who are not Members)
- 7.3 A Member or Governor whose registered or notified address is not within the United Kingdom and who gives to the Charity 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 or Governor shall be entitled to have notices given to him at that address
- 7.4 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
 - 7.4.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 7.4.2 two clear days after being sent by first class post to that address
 - 7.4.3 three clear days after being sent by second class post to that address
 - 7.4.4 on the date of publication of a newspaper containing the notice
 - 7.4.5 on being handed to the Member or Governor personally or, if earlier,
 - 7.4.6 as soon as the Member or Governor acknowledges actual receipt
- 7.5 A technical defect in the giving of notice of which the Governors are unaware at the time does not invalidate decisions taken at a meeting

8 **INDEMNITY**

Subject to the provisions of the Act every Governor or other officer or auditor of the Charity shall be entitled to be indemnified out of the assets of the Charity against any costs or liabilities incurred by him in that capacity in defending any proceedings (whether civil or criminal) in which judgment is given in his 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 Charity save that no indemnity shall be given in relation to any fine or other sum imposed by a regulatory authority by way of a penalty in respect of non-compliance with a regulatory requirement.

9 **CONDUCT OF THE SCHOOLS**

- The Governors shall:
 - 9.1 serve the Church by promoting Roman Catholic education in a manner appropriate to the aspirations of the community served by the Schools for the benefit of the public and the common good
 - 9.2 have due regard to the role of the Bishop in the Schools in relation to Canon Law
 - 9.3 have due regard to the conduct of the Schools as an apostolate of the Society and therefore shall:
 - 9.3.1 conduct the Schools in accordance with the principles and aims of the Society in relation to education as published from time to time
 - 9.3.2 provide the Father Provincial with adequate facilities for his annual visitation to the Schools and to take carefully into account the contents of the Visitation Report
 - 9.3.3 co-operate with the provincial delegate for education (or such other appropriate assistant to the Father Provincial) to maintain and develop the Schools as an apostolic work of the Society
 - 9.3.4 recognise the role of the Headteachers as directors of work of an apostolate of the Society

10. **DISSOLUTION**

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

11. **VARIATION**

The Memorandum contains provisions that no resolution amending Articles 1, 3, 9, 10, 11 and 12 shall be valid unless the Charity has received the prior written consent of the Father Provincial

12 **INTERPRETATION**

In the Memorandum and in these Articles:

- 12.1 **"Act"** means the Companies Act 1985 as amended by the Companies Act 2006 and as modified or re-enacted by any statute or regulations for the time being in force.

"AGM" means an annual general meeting of the Charity

"these Articles" means these articles of association

"Bishop" means the bishop for the time being of the Diocese and in the case of the See being vacant or impeded includes the person or person having ordinary jurisdiction in accordance with Canon Law

"Canon Law" means the canon law of the Roman Catholic Church for the time being in force

"Chairman" means the chairman of the Governors appointed in accordance with these Articles

"Charity" means the company governed by these Articles

"Charities Act 1993" means the Charities Act 1993 as amended by the Charities Act 2006 and as modified or re-enacted by any other statute or regulations for the time being in force

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993

"clear day" means 24 hours from midnight following the relevant event

"Commission" means the Charity Commission for England and Wales

"Diocese" means, in relation to a School, the Roman Catholic diocese in which that School is for the time being situated

"EGM" means an extraordinary general meeting of the Charity

"Father Provincial" means the superior for the time being of the British Province of the Society (or in his absence such other person as may under the canonical constitutions of the Society exercise the powers of the Father Provincial)

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000

"Foundation Member" means any member so designated (whether or not a member of the Society) and appointed pursuant to Article 1.3.1

"Governor" means a director of the Charity and **"Governors"** means all of the directors

"Headteachers" means the headteachers of the Schools

• **"material benefit"** means a benefit which may not be financial but has a monetary value

"Member" and **"Membership"** refer to membership of the Charity

"Memorandum" means the Charity's memorandum of association

"month" means calendar month

"Objects" means the objects of the Charity as defined in the Memorandum

"Restricted Sum" shall have the same meaning as defined in any transfer deed entered into between the Trustee of the Society and the Charity within 6 months following incorporation

"Roman Catholic" means in communion with the See of Rome

"Roman Catholic school" means a school recognised as such by the Bishop in which the religious education and worship is in accordance with the teaching, rites and practices of the Roman Catholic Church

"Schools" means collectively Stonyhurst College and St Mary's Hall, Stonyhurst and/or such other school as the Charity may acquire or conduct and **"School"** means any one of them

"Secretary" means the secretary of the Charity

"Society" means the society of Roman Catholic men known as the Society of Jesus

"Society Charity" means the charity known as the Society of Jesus Trust of 1929 for Roman Catholic Purposes registered with the Commission under registration number 230165 and regulated by a Trust Deed dated 20th March 1929

"Trustee of the Society" means Trustees for Roman Catholic Purposes Registered or the trustees for the time being of the Society Charity

"taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and the profits of which are liable to tax




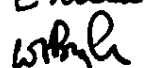
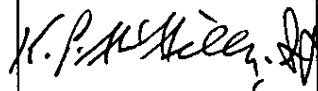

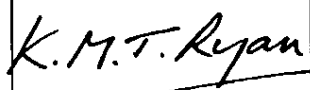

"Visitation Report" means the written report made by the Father Provincial following his annual visitation to the Schools

"written" or **"in writing"** refers to a legible document on paper including a fax message and also any communication sent by e-mail

"year" means calendar year

12.2 Expressions defined in the Act have the same meaning

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

| Name address and Occupation of subscribers | Signature of Subscribers | Date | Signature of witness address and occupation |
|---|---|----------|---|
| Michael Mark Holman Minister of Religion 114 Mount Street London W1K 3AH |  | 4.08.08 |  M G EDWARDS 3 CHALGROVE AVENUE MORDEN SM4 5RB Education Officer |
| Matthew John Power Minister of Religion Loyola Hall Warrington Road PRESCOT Merseyside L35 6NZ |  | 14 08 08 |  27 Agnes Beck Rd Higham Bowers B812 9B Education Consultant |
| Keith Patrick McMillan Minister of Religion Sacred Heart Presbytery Edge Hill London SW19 4LU |  | 13-6-08 |  27 High Road London N15 6ND Ministry of Religion |
| Kevin Michael Talbot Ryan Solicitor (retired) 50 Broad Street Alresford Hampshire SO24 9AN |  | 13.06.08 |  AS ABOVE |



12

Please complete in typescript,
or in bold black capitals

CHFP025

Declaration on application for registration

Company Name in full

STONYHURST

I, **JONATHAN HUGH NAPIER**

of **VEALE WASBROUGH, ORCHARD COURT, ORCHARD LANE, BRISTOL**

† Please delete as appropriate

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 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

Declared at

BRISTOL

Day Month Year

On **25 06 2008**

● Please print name

before me ●

Marie-Louise Scarf

Signed

Marie-Louise Scarf

Date

25/06/2008

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

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

Veale Wasbrough Lawyers
Orchard Court, Orchard Lane, Bristol, BS1 5WS

DX number 7831

Tel 0117 9252 020

DX exchange Bristol

Companies House receipt date barcode

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
or LP - 4 Edinburgh 2



Please complete in typescript,
or in bold black capitals.

CHFP025

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

STONYHURST

I, JONATHAN HUGH NAPIER

of VEALE WASBROUGH, ORCHARD COURT, ORCHARD LANE, BRISTOL

† Please delete as appropriate

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

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

Declarant's signature

Declared at

BRISTOL

Day Month Year

on

25 06 2008

① Please print name

before me ①

Marie-Louise Scarf

Signed

Marie Louise Scarf

Date

25/6/2008

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

Veale Wasbrough Lawyers
Orchard Court, Orchard Lane, Bristol, BS1 5WS

DX number 7831

Tel 0117 9252 020

DX exchange Bristol

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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

Stonyhurst

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Stonyhurst

Post town Clitheroe

County / Region Lancashire

Postcode BB7 9PZ

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 Veale Wasbrough

Address Orchard Court

Orchard Lane

Post town Bristol

County / Region

Postcode BS1 5WS

Number of continuation sheets attached

0

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

Veale Wasbrough Lawyers
Orchard Court, Orchard Lane, Bristol, BS1 5WS

DX number 7831

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for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name

Stonyhurst

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

FATHER

N/A

Forename(s)

MICHAEL MARK

Surname

HOLMAN

Previous forename(s)

X N/A

Previous surname(s)

X N/A

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

MOUNT STREET JESUIT RESIDENCE

114 MOUNT STREET

LONDON

N/A

UNITED KINGDOM

Day Month Year

Date of birth

X

04 11 1954

Nationality

BRITISH

X

Business occupation X

CATHOLIC PRIEST

Other directorships X

MOUNT ST MARY'S

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

Consent signature

X Michael Holman

X

Date

X 05.06.08 X

Directors

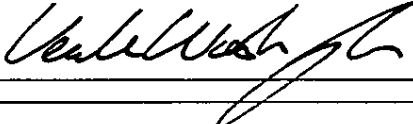
(see notes 1-5)

Please list directors in alphabetical order

| | | | | | | |
|---|-----------------------|---|-------|---------------------|--------------------|------------|
| NAME | *Style / Title | MR | | *Honours etc | — | |
| Forename(s) | | KEVIN MICHAEL TALBOT | | | | |
| Surname | | RYAN | | | | |
| Previous forename(s) | | ✓ N/A | | | | |
| Previous surname(s) | | × N/A | | | | |
| Address †† | | 50 BROAD STREET | | | | |
| <input type="checkbox"/> | | ALRESFORD | | | | |
| Post town | | ALRESFORD | | | | |
| County / Region | | HAMPSHIRE | | Postcode | SO24 9AW | |
| Country | | UNITED KINGDOM | | | | |
| | | Day | Month | Year | | |
| Date of birth | × | 2 | 9 | 10 | Nationality | BRITISH |
| Business occupation | × | RETIRED SOLICITOR | | | | |
| Other directorships | × | ST. JOHN'S BEAUMONT DEVELOPMENT LIMITED | | | | |
| I consent to act as director of the company named on page 1 | | | | | | |
| Consent signature | | *MT Ryan | | × | Date | 07.06.2008 |

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed



Date

11th June 2008

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

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

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

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

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

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

Address

Give the usual residential address

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

Subscribers

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

- 2 Directors known by another description

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

3 Directors details

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

4 Other directorships

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

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

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