



FILE COPY

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

Company No. 6667092

The Registrar of Companies for England and Wales hereby certifies that

KINGSHURST PRINCIPAL SPONSOR

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

Given at Companies House on **7th August 2008**



N06667092N



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

F/T 213467/50

INC 99583

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MEMORANDUM AND ARTICLES OF ASSOCIATION

**THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF
KINGSHURST PRINCIPAL SPONSOR**



AY6ZQ227

07/08/2008

COMPANIES HOUSE

A17

120

THURSDAY

- 1 The name of the Company is "Kingshurst Principal Sponsor"
- 2 The registered office of the Company is in England and Wales
- 3 The objects for which the Company is established are to advance for public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by supporting CTC Kingshurst Academy and exercising the functions of Principal Sponsor of CTC Kingshurst Academy ("the Objects")
- 4 In carrying out its Objects the Company shall have unlimited capacity
- 5 The income and capital of the Company must be applied solely towards the promotion of the Objects. No part of the income or capital may be paid or transferred, directly or indirectly, to the members of the Company, whether by way of dividend or bonus or in any other way that amounts to a distribution of profit or surplus. This does not prevent the payment of
 - 5 1 reasonable and proper remuneration to any officer, employee, or member of the Company in return for any services provided to the Company,
 - 5 2 a reasonable rate of interest on money lent to the Company,
 - 5 3 reasonable rent for property let to the Company,
 - 5 4 expenses to any officer, employee or member of the Company
- 6 The liability of the members is limited
- 7 This clause applies on the winding-up or dissolution of the Company. Every member promises, if the Company is wound up while he is a member or within one year after he ceases to be a member, to contribute up to £1 to the costs of winding up the Company and meeting the liabilities incurred while he was a member.
- 8 This clause applies on the winding up or dissolution of the Company. If there is any property of the Company remaining after all the Company's debts and liabilities have been paid or satisfied, it must not be paid or transferred to any or all of the members of the Company. Instead it must be paid or transferred to one or more companies, organisations or institutions that exist for purposes similar to the Objects, each of which has restrictions in its constitution or governing instrument on the distribution of profits and surpluses that are as least as restrictive as those in this Memorandum of Association. The companies, organisations or institutions will be nominated by the Board

and approved by the members of the Company at or before the winding up or dissolution. If the Board is unable to identify any similar companies, organisations or institutions then the surplus may be paid or transferred to any charity or charities

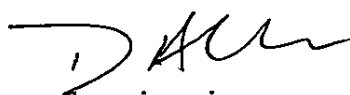
- 9 Expressions defined in the Articles of Association have the same meanings in this Memorandum of Association

We, the subscriber to this Memorandum of Association, wish to be formed into a Company under this Memorandum of Association

Name and address of Subscriber

Philsec Limited
1 Colmore Square
Birmingham
West Midlands
B4 6AA

Signed by



for and on behalf of Philsec Limited

Dated

6th August 2008

Witnessed by



Witness name

Ben Roost

Witness address

27 Wood Lane, Birmingham, B17 9AY

Witness occupation

Trainee Solicitor

THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
KINGSHURST PRINCIPAL SPONSOR

1

INTERPRETATION

In these Articles

"the Act"	means the Companies Act 1985 and the Companies Act 2006 as amended and in force from time to time or any statutory re-enactment or modification of it,
"the Board"	means the board of Directors of the Company, acting collectively,
"clear days"	in relation to a period of notice means that period excluding the day on which the notice is given or is deemed to have been given, and the day for which the notice is given or on which it is to take effect,
"Communication"	means the same as in the Electronic Communications Act 2000,
"Director"	means a director of the Company acting individually,
"Electronic Communication"	means the same as in the Electronic Communications Act 2000,
"executed"	includes any mode of execution,
"Member"	means a member of the Company,
"Memorandum"	means the memorandum of association of the Company,
"Objects"	means the objects of the Company as set out in the Memorandum from time to time,
"Secretary"	means any person appointed to perform the duties of the Secretary of the Company,

expressions referring to writing include references to printing, fax, e-mail and other methods of representing or reproducing words in a visible form,

unless the context otherwise requires, words or expressions contained in these Articles bear the meanings given to them in the Act,

references in these Articles to 'he' or 'him' include male and female individuals and corporations

2 ADMISSION OF MEMBERS

The Company must keep a register of members as required by the Act. The members are

2 1 the subscribers to the Memorandum and Articles of Association,

2 2 the Directors, and

2 3 individuals who apply for admission and are admitted as members by the Board. Every application for membership must be in the form set out in Article 14.1 or another form approved by the Board. At the next meeting of the Board (or any committee of the Board established for the purposes of considering applications for admission) after the receipt of any application for membership, the application must be considered by the Board (or committee) who must decide whether to admit or reject the applicant. The Directors are not required to give reasons for their decision.

3 RETIREMENT OF MEMBERS

A member will cease to be a member

3 1 if he resigns by giving notice to the Company,

3 2 on ceasing to be a Director for whatever reason,

3 3 if an individual, upon his death, or

3 4 if he is removed from the membership by a resolution in writing of the Board signed by not less than three quarters of the Directors, other than the member who is the subject of such resolution.

Membership of the Company is not transferable.

4 GENERAL MEETINGS

The Board may call a general meeting at any time; and must call a general meeting if it receives a requisition by the members of the Company in accordance with the Act.

5 PROCEEDINGS AT GENERAL MEETINGS

5 1 A general meeting is not valid unless a quorum of members of the Company is present throughout the meeting, the quorum is one half of the members of the Company or two members of the Company (whichever is the greater) present in person or by proxy.

5 2 If a quorum is not present within half an hour after the time set for the meeting, the meeting is automatically adjourned to the same day in the next week, at the same time and place, or to another day, time and place decided by the Board.

5 3 The Chairman of the Board will preside as Chairman of every general meeting of the Company. If there is no Chairman of the Board, or if he is not present within fifteen minutes after the time appointed set for the meeting, or is unwilling to act, those Directors present at the meeting must elect one of themselves to be Chairman of the meeting.

- 5 4 If at any general meeting no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time set for the meeting, the members of the Company present must choose one of themselves to be Chairman of the meeting
- 5 5 The Chairman may adjourn the meeting with the consent of any quorate meeting (and must if required by a simple majority of the members present at the meeting), but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice is required of an adjourned meeting unless the meeting is adjourned for 30 days or more, in which case notice must be given as in the case of the original meeting
- 5 6 At any general meeting, a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Act, a poll may be demanded
- 5 6 1 by the Chairman, or
- 5 6 2 by at least two members of the Company present in person or by proxy, or
- 5 6 3 by any member or members of the Company present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Company having the right to vote at the meeting
- 5 7 Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the minutes, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 5 8 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll does not invalidate the result of a show of hands declared before the demand for the poll is made
- 5 9 Except as provided in Article 5 10, if a poll is demanded it may be taken in such manner as the Chairman directs but the Chairman has no authority in exercising this power to extend the poll to members of the Company who are not present at the meeting in question. The result of the poll is deemed to be the resolution of the meeting at which the poll was demanded
- 5 10 A poll demanded on the election of a Chairman, or on a question of adjournment of a meeting, must be taken immediately. A poll demanded on any other question may be taken at such time as the Chairman directs. If there is an interval before the time for closing the poll, the meeting may deal with any business other than the business being determined by poll

6 VOTES OF MEMBERS

Every member of the Company whose name is entered in the Company's register of members has one vote at every general meeting. A resolution proposed at any general meeting will be approved if at least one half of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority

7 PROXIES AND REPRESENTATIVES

- 7 1 A member of the Company may appoint a proxy to attend general meetings in his place and to vote on a poll but not on a show of hands. The proxy form must be in the form set

out in Article 14 2 or as near to that form reasonably as possible, and executed by the member or by another person under a power of attorney granted by a member. In the case of a member which is a company, the proxy form must be executed by two directors or a director and the secretary of that company. A proxy need not be a member of the Company.

7 2 The appointment of a proxy and any authority under which it is executed or a copy of that authority, certified by a solicitor or authenticated in such other way as the Board may require, must be received.

7 2 1 at the registered office of the Company or at such other Address within the United Kingdom as is specified for that purpose in the notice convening the meeting, or in any form of appointment of proxy sent out by the Company in relation to the meeting, or in any invitation contained in an Electronic Communication to appoint a proxy issued by the Company in relation to the meeting,

7.2.2 not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll,

and if the appointment does not comply with this Article the appointment of the proxy is invalid.

7 3 A vote given or poll demanded by a proxy for a member, or by the authorised representative of a member which is an organisation remains valid despite the previous revocation of the authority of proxy or representative unless notice of revocation was received by the Company at its registered office (or, where the appointment of the proxy was contained in an Electronic Communication, at the Address at which the appointment was duly received) before the start of the meeting or adjourned meeting in question.

8 DIRECTORS: APPOINTMENT

8 1 The first Directors of the Company are those named in the statement submitted to the registrar of companies on incorporation of the Company.

8 2 Each person who is admitted as a Member shall also be a Director.

8 3 A Director will cease to be a Director

8 3.1 if he resigns his directorship by giving notice to the Company,

8 3 2 if he dies, becomes bankrupt, becomes mentally incapable of managing his own affairs, or is convicted of an indictable offence for which he is sentenced to a term of imprisonment,

8.3 3 if he is removed by a simple majority of the members of the Company, following the procedure laid down in Section 303 of the Act, or

8 3 4 if he is disqualified under the Company Directors Disqualification Act 1986 or otherwise

8 4 The Board has control over all the affairs and property of the Company, and may exercise all the powers of the Company, except as otherwise provided by the Memorandum of Association of the Company and these Articles. Every Director has one vote at a Board meeting.

- 8 5 A Director may call a Board meeting at any time and the Secretary must call a Board meeting if requested to do so by a Director. The Board may convene and regulate its meetings as it thinks fit. Questions arising at any Board meeting will be decided by a majority of votes.
- 8 6 A Board meeting is not valid unless a quorum is present throughout the meeting. The quorum is one Director if there is a sole Director in office, but otherwise is one half of the Directors then holding office or two Directors (whichever is the greater).
- 8 7 The Chairman of the Board will preside at every Board meeting. If at any Board meeting the Chairman is not present within fifteen minutes after the time set for the start of the meeting, the Directors present must choose one of their number to be Chairman of the meeting. In the case of an equality of votes on any question the Chairman has a second or casting vote.
- 8 8 A technical defect in the appointment of a Director does not invalidate a decision taken at a Board meeting if the Directors present were not aware of the defect at the time of the meeting.
- 8 9 The Board may delegate any of its powers to a managing director and to committees consisting of such Directors, members of the Company and others as it thinks fit.

9 BENEFITS TO DIRECTORS

- 9 1 The Directors are entitled to receive such remuneration, expenses, and other benefits as the Board determines.
- 9 2 Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a Director:
- 9 2 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company, or in which the Company is otherwise interested,
- 9 2 2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any organisation in which the Company is interested, and
- 9 2 3 is not accountable to the Company for any benefit which he derives from any circumstance described in Articles 9 2 1 or 9 2 2 and no transaction or arrangement described in those Articles is voidable because of any Director's interest or benefit.

For the purpose of this Article, a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

10 SECRETARY

The Company must have a Secretary who will be appointed by the Board on whatever terms the Board thinks fit. If there is no Secretary capable of acting, anything required or authorised to be done by or to the Secretary may be done by any Director authorised generally, or specially for that purpose, by the Board.

11 **SEAL**

The Company is not required to have a common seal. If the Company has a common seal, it may only be used by the authority of the Board. Every document bearing an impression of the common seal must be signed by a Director, and countersigned by the Secretary or by a second Director.

12 **NOTICES, MEETINGS AND RESOLUTIONS**

12 1 The following provisions of this Article 12 apply to meetings and resolutions of, and notices given to, the Board, committees of the Board, and the Company in general meeting, and 'member' means a Director, committee member or a member of the Company in general meeting as the context requires.

12 2 Any notice to be given under these Articles must be in writing or be given by Electronic Communications. The Company may give any notice to a member by handing it to him personally, or by sending it by post (airmail in the case of overseas members who have given no address for service within the United Kingdom) in a prepaid envelope addressed to the member at the address shown in the Company's register of members, or by leaving it at that address, or by giving it using Electronic Communications to any Address given to the company by the member.

12 3 A member present in person at any meeting is taken to have received notice of the meeting and, where necessary, of the purposes for which it was called.

12 4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice is deemed to be given at the expiration of 48 hours after it was handed to the member, posted or (as the case may be) sent by Electronic Communication.

12 5 Subject to the provisions of the Act (and in particular in the case of a resolution of the members of the Company, to any requirement to submit the proposed resolution to the auditors), a resolution in writing signed by all the members entitled to attend and vote at a meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice for the purpose of this Article.

12 6 Subject to any provisions of the Act requiring a meeting to be held physically, a member entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility enabling all people participating in the meeting to communicate interactively and simultaneously with each other, and participation in a meeting in this manner is taken to be presence in person at the meeting.

12 7 The Secretary or a Director must take minutes of proceedings at all meetings, and the minutes must be authenticated and kept in accordance with the requirements of the Act.

13 **INDEMNITY**

13 1 Subject to the Act, but without affecting any indemnity to which he may otherwise be entitled, every Director and every officer of the Company, will be indemnified out of the assets of the Company against any liability incurred by him in defending any

proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and 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

- 13 2 Subject to the Act, the Company may purchase and maintain for any Director or for any officer of the Company, insurance cover against any liability which may attach to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company, and against all costs, charges, losses, expenses and liabilities incurred by him and for which he is entitled to be indemnified by the Company under Article 13 1

14 **FORMS**

- 14 1 The form of the application for membership referred to in Article 2 is as follows

To the Board of Kingshurst Principal Sponsor

I, *[name]*

of *[address]*

wish to become a member of Kingshurst Principal Sponsor, subject to the provisions of the Memorandum and Articles of Association of the Company I agree to pay to the company an amount of up to £1 if the company is wound up while I am a member or within a period of 12 months after I have left the Company I also agree to become a director of the Company

Signature

Date

Position

- 14 2 The proxy form referred to in Article 7 is as follows

Kingshurst Principal Sponsor

I, *[name]*

of *[address]*

being a member of the above Company, appoint *[name of proxy]*

of *[address of proxy]*

or failing him/her *[name of alternative proxy]*


of *[address of alternative proxy]*

as my proxy to vote for me on my behalf at the General Meeting of the Company to be held on *[date]* and at any adjournment, and to join in any demand for a poll in accordance with the Articles

Name and address of Subscriber

Philsec Limited
1 Colmore Square
Birmingham
West Midlands
B4 6AA

Signed by


for and on behalf of Philsec Limited

Dated 6th August 2008

Witnessed by



Witness name

Ben Roost

Witness address

27 Wood Lane, Birmingham, B17 9AY

Witness occupation

Trainee Solicitor



30(5)(a)

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

Kingshurst Principal Sponsor

of 46 Estria Road, Birmingham, B15 2LQ

† Please delete as appropriate

a [Solicitor engaged in the formation of the company] 10000000000000
~~Director or Secretary of the company in the statement delivered under~~
~~section 10(6) 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

D Allen

Declared at

NO.1 COLMORE SQUARE, BIRMINGHAM, U4 6AA

Day Month Year

on

0	6	0	8	2	0	0	8
---	---	---	---	---	---	---	---

① Please print name

before me ①

ROBERT HALLMARK, SOLICITOR

Signed

Ed Hallmark.

Date _____

06 / 08 / 2007

~~A [REDACTED] 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

Martineau
1 Colmore Square, Birmingham
B4 6AA

bqr / 156,404 Tel 0870 763 2000
DX number 721090 DX exchange Birmingham 43

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**

THURSDAY



A17

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COMPANIES HOUSE

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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

Kingshurst Principal Sponsor

Proposed Registered Office

(PO Box numbers only, are not acceptable)

c/o Martineau

No 1 Colmore Square

Post town Birmingham

County / Region West Midlands

Postcode B4 6AA

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

✓

Agent's Name Martineau Solicitors

Address No 1 Colmore Square

Post town Birmingham

County / Region West Midlands

Postcode B4 6AA

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

Martineau
1 Colmore Square, Birmingham
B4 6AA

bqr / 156394

Tel 0870 763 2000

DX number 721090

DX exchange Birmingham 43

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

Company Secretary (see notes 1-5)

Company name Philsec Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

No 1 Colmore Square

Post town

Birmingham

County / Region

West Midlands

Postcode

B4 6AA

Country

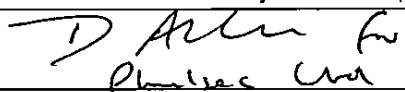
England

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

☐

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

Consent signature



Date

04/08/2008

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Meaujo Incorporations Limited

Previous forename(s)

Previous surname(s)

Address ††

No 1 Colmore Square

Post town

Birmingham

County / Region

West Midlands

Postcode

B4 6AA

Country

England

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

☐

Day Month Year

Date of birth

Nationality

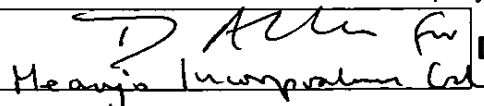
Business occupation

Director

Other directorships

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

Consent signature



Date

04/08/2008

Directors

(see notes 1-5)

Please list directors in alphabetical order

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

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

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

Signed

Mathison.

Date

04/08/2008

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