



FILE COPY

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

Company No. 7476397

The Registrar of Companies for England and Wales, hereby certifies that

NCSA LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **22nd December 2010**



N07476397U



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company



A fee is payable with this form.
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a
private or public company

✗ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership
this, please use form LL IN01

WEDNESDAY



A05 *AX07HQ5E* 73
22/12/2010
COMPANIES HOUSE
A07 20/12/2010 43
COMPANIES HOUSE

Part 1 Company details

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

| | | | | | | | | | | | |
|------------------------------------|---|--|--|--|--|--|--|--|--|--|--|
| Proposed company name in full ① | Please show the proposed company name below | | | | | | | | | | |
| | NCSA Limited | | | | | | | | | | |
| For official use | <table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> | | | | | | | | | | |
| | | | | | | | | | | | |

① **Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ **Company type**
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

IN01

Application to register a company

A5**Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6**Registered office address ②**

Please give the registered office address of your company

| | |
|----------------------|---------------------|
| Building name/number | c/o Fernwood School |
| Street | Goodwood Road |
| | Wollaton |
| Post town | Nottingham |
| County/Region | |
| Postcode | N G 8 2 F T |

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7**Articles of association ③**

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8**Restricted company articles ④**

Please tick the box below if the company's articles are restricted

☐**④ Restricted company articles**

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1

Secretary

B1 Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

| | |
|------------------|--|
| Title * | |
| Full forename(s) | |
| Surname | |
| Former name(s) ② | |

① Corporate appointments
For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2 Secretary's service address ③

| | |
|----------------------|--|
| Building name/number | |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

③ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3 Signature ④

I consent to act as secretary of the proposed company named in Section A1.

| | | |
|-----------|----------------|---|
| Signature | Signature X | X |
|-----------|----------------|---|

④ Signature
The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary**C1****Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3** only→ No Complete **Section C4** only**C3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5**Signature ⑤**I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

IN01

Application to register a company

Director

D1

Director appointments ①

| | |
|--|---------------------------|
| Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5. | |
| Title * | Mr |
| Full forename(s) | Kelvin David |
| Surname | Peel |
| Former name(s) ② | |
| Country/State of residence ③ | United Kingdom |
| Nationality | British |
| Date of birth | d 2 7 m 0 6 y 1 9 y 5 y 2 |
| Business occupation (if any) ④ | Educational Consultant |

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

| | |
|--|---------------------------------|
| Please complete the service address below. You must also fill in the director's usual residential address in Section D4. | |
| Building name/number | The Company's registered office |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

| | |
|--|---|
| I consent to act as director of the proposed company named in Section A1 | |
| Signature | Signature X <i>Kelvin David Peel</i> X |

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

| | |
|--------------------------------|---------------------------------|
| Title * | MD. |
| Full forename(s) | SIAM |
| Surname | HAMPTON |
| Former name(s) ② | |
| Country/State of residence ③ | U.K. |
| Nationality | BRITISH |
| Date of birth | d 1 m 3 y 0 m 5 y 1 y 2 y 6 y 6 |
| Business occupation (if any) ④ | TEACHER |

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

| | |
|----------------------|---------------------------------|
| Building name/number | The Company's Registered Office |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

| | |
|-----------|------------------------------------|
| Signature | Signature X J. A. [Signature] X |
|-----------|------------------------------------|

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

| | | |
|--------------------------------|---|--|
| D1 | Director appointments ① | |
| | Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5 | |
| Title* | MRS | |
| Full forename(s) | BERNADETTE | |
| Surname | GROVES | |
| Former name(s) ② | | |
| Country/State of residence ③ | UK | |
| Nationality | BRITISH | |
| Date of birth | 08 06 1953 | |
| Business occupation (if any) ④ | HEAD TEACHER | |

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

| | | |
|----------------------|--|--|
| D2 | Director's service address ⑤ | |
| | Please complete the service address below. You must also fill in the director's usual residential address in Section D4. | |
| Building name/number | The Company's Registered Office | |
| Street | | |
| Post town | | |
| County/Region | | |
| Postcode | | |
| Country | | |

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

| | | |
|-----------|---|--|
| D3 | Signature ⑥ | |
| | I consent to act as director of the proposed company named in Section A1. | |
| Signature | <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="flex-grow: 1;"> <i>Bernadette Groves</i> </div> <div style="margin-left: 10px;">X</div> </div> | |

⑥ Signature
The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

| | | |
|--------------------------------|---|--|
| D1 | Director appointments ① | |
| | Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5 | |
| Title* | MRS | |
| Full forename(s) | Ann | |
| Surname | Witthford. | |
| Former name(s) ② | | |
| Country/State of residence ③ | UK | |
| Nationality | Irish. | |
| Date of birth | 07/04/1954 | |
| Business occupation (if any) ④ | Headteacher. | |
| | | |

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

| | | |
|----------------------|--|--|
| D2 | Director's service address ⑤ | |
| | Please complete the service address below. You must also fill in the director's usual residential address in Section D4. | |
| Building name/number | The Company's Registered Office | |
| Street | | |
| Post town | | |
| County/Region | | |
| Postcode | | |
| Country | | |

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

| | | |
|-----------|--|--|
| D3 | Signature ⑥ | |
| | I consent to act as director of the proposed company named in Section A1 | |
| Signature | <div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p>Signature</p> <p>X A Witthford</p> </div> <div style="flex: 0.5; text-align: center;">X</div> </div> | |

⑥ Signature
The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

| | | | |
|--------------------------------|--|--|--|
| D1 | Director appointments ① | | <p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> |
| | Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5 | | |
| Title* | Mr | | |
| Full forename(s) | Gordon McDonald | | |
| Surname | Anderson | | |
| Former name(s) ② | | | |
| Country/State of residence ③ | England | | |
| Nationality | British | | |
| Date of birth | <div>d 1</div> <div>d 4</div> <div>m 0</div> <div>m 3</div> <div>y 1</div> <div>y 9</div> <div>y 4</div> <div>y 8</div> | | |
| Business occupation (if any) ④ | Business Adviser | | |

| | | | |
|----------------------|--|--|---|
| D2 | Director's service address ⑤ | | <p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p> |
| | Please complete the service address below. You must also fill in the director's usual residential address in Section D4. | | |
| Building name/number | The Company's Registered Office | | |
| Street | | | |
| Post town | | | |
| County/Region | | | |
| Postcode | <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> | | |
| Country | | | |

| | | | |
|-----------|---|--|---|
| D3 | Signature ⑥ | | <p>⑥ Signature The person named above consents to act as director of the proposed company.</p> |
| | I consent to act as director of the proposed company named in Section A1 | | |
| Signature | <div>Signature</div> <div>X</div> <div><i>Mr Gordon McDonald</i></div> <div>X</div> | | |

IN01

Application to register a company

Corporate director**E1 Corporate director appointments ①**

| | |
|--|--|
| Please use this section to list all the corporate directors taken on formation | |
| Name of corporate body or firm | |
| Building name/number | |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

① Additional appointments
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?
 → **Yes** Complete **Section E3 only**
 → **No** Complete **Section E4 only**

E3 EEA companies ②

| | |
|--|--|
| Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register | |
| Where the company/firm is registered ③ | |
| Registration number | |

② EEA
A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

| | |
|--|--|
| Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register | |
| Legal form of the corporate body or firm | |
| Governing law | |
| If applicable, where the company/firm is registered ④ | |
| If applicable, the registration number | |

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5 Signature ⑤

| | |
|---|-----------|
| I consent to act as director of the proposed company named in Section A1 | |
| Signature | Signature |
| X | X |

⑤ Signature
The person named above consents to act as corporate director of the proposed company

IN01

Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

→ **Yes** Complete the sections below→ **No** Go to **Part 4 (Statement of guarantee)**.**F1****Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling
 If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**.

| Class of shares (E.g. Ordinary/Preference etc.) | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
|--|-----------------------------------|---|--------------------|---------------------------|
| | | | | £ |
| | | | | £ |
| | | | | £ |
| | | | | £ |
| Totals | | | | £ |

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies
 Please complete a separate table for each currency

Currency

| Class of shares (E.g. Ordinary/Preference etc.) | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
|--|-----------------------------------|---|--------------------|---------------------------|
| | | | | |
| | | | | |
| Totals | | | | |

Currency

| Class of shares (E.g. Ordinary/Preference etc.) | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
|--|-----------------------------------|---|--------------------|---------------------------|
| | | | | |
| | | | | |
| Totals | | | | |

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ④

④ **Total aggregate nominal value**
 Please list total aggregate values in
 different currencies separately. For
 example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium③ Number of shares issued multiplied by
nominal value of each share

② Total number of issued shares in this class

Continuation PagesPlease use a Statement of Capital continuation
page if necessary

IN01

Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

| Class of share | |
|---|--|
| Prescribed particulars 1 | |

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

| Subscriber's details | Class of share | Number of shares | Currency | Nominal value of each share | Amount (if any) unpaid | Amount paid |
|----------------------|----------------|------------------|----------|-----------------------------|------------------------|-------------|
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

- **Yes** Complete the sections below
 → **No** Go to **Part 5** (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

| | | | | | | | | | | |
|----------------------------|----------------------------------|---|---|--|---|---|---|--|--|--|
| Forename(s) 1 | DJANOGLY CITY ACADEMY NOTTINGHAM | | | | | | | | | |
| Surname 1 | | | | | | | | | | |
| Address 2 | GREGORY BOULEVARD | | | | | | | | | |
| | HYSON GREEN, NOTTINGHAM | | | | | | | | | |
| Postcode | N | G | 7 | | 6 | N | D | | | |
| Amount guaranteed 3 | £10.00 | | | | | | | | | |

Subscriber's details

| | | | | | | | | | | |
|----------------------------|--|---|---|--|---|---|---|--|--|--|
| Forename(s) 1 | THE GOVERNING BODY OF MANNING SCHOOL FOR GIRLS | | | | | | | | | |
| Surname 1 | | | | | | | | | | |
| Address 2 | ROBINS WOOD ROAD | | | | | | | | | |
| | ASPLEY, NOTTINGHAM | | | | | | | | | |
| Postcode | N | G | 8 | | 3 | L | D | | | |
| Amount guaranteed 3 | £10.00 | | | | | | | | | |

Subscriber's details

| | | | | | | | | | | |
|----------------------------|--|---|---|--|---|---|---|--|--|--|
| Forename(s) 1 | NOTTINGHAM UNIVERSITY SAMWORTH ACADEMY | | | | | | | | | |
| Surname 1 | | | | | | | | | | |
| Address 2 | BRAMHALL ROAD | | | | | | | | | |
| | BILBOROUGH, NOTTINGHAM | | | | | | | | | |
| Postcode | N | G | 8 | | 4 | H | Y | | | |
| Amount guaranteed 3 | £10.00 | | | | | | | | | |

G1

Subscribers

Subscriber's details

| | | | | | | | | | | |
|---------------------|---|---|---|---|--|---|---|---|--|--|
| Forename(s) ① | THE GOVERNING BODY OF FARNBOROUGH SCHOOL TECHNOLOGY COLLEGE | | | | | | | | | |
| Surname ① | | | | | | | | | | |
| Address ② | FARNBOROUGH ROAD | | | | | | | | | |
| | CLIFTON, NOTTINGHAM | | | | | | | | | |
| Postcode | N | G | 1 | 1 | | 8 | J | W | | |
| Amount guaranteed ③ | 10.00 | | | | | | | | | |

Subscriber's details

| | | | | | | | | | | |
|---------------------|---|---|---|--|---|---|---|--|--|--|
| Forename(s) ① | THE GOVERNING BODY OF HADDEN PARK HIGH SCHOOL | | | | | | | | | |
| Surname ① | | | | | | | | | | |
| Address ② | HARVEY ROAD | | | | | | | | | |
| | BILBOROUGH, NOTTINGHAM | | | | | | | | | |
| Postcode | N | G | 8 | | 3 | G | P | | | |
| Amount guaranteed ③ | 10.00 | | | | | | | | | |

Subscriber's details

| | | | | | | | | | | |
|---------------------|---------------------------------------|---|---|--|---|---|---|--|--|--|
| Forename(s) ① | THE GOVERNING BODY OF FERNWOOD SCHOOL | | | | | | | | | |
| Surname ① | | | | | | | | | | |
| Address ② | GOODWOOD ROAD | | | | | | | | | |
| | WOLLATON, NOTTINGHAM | | | | | | | | | |
| Postcode | N | G | 8 | | 2 | F | T | | | |
| Amount guaranteed ③ | 10.00 | | | | | | | | | |

Subscriber's details

| | | | | | | | | | | |
|---------------------|--|---|---|--|---|---|---|--|--|--|
| Forename(s) ① | THE GOVERNING BODY OF ELLIS GUILFORD SCHOOL & SPORTS COLLEGE | | | | | | | | | |
| Surname ① | | | | | | | | | | |
| Address ② | BAR LANE | | | | | | | | | |
| | OLD BASFORD, NOTTINGHAM | | | | | | | | | |
| Postcode | N | G | 6 | | 0 | H | T | | | |
| Amount guaranteed ③ | 10.00 | | | | | | | | | |

Subscriber's details

| | | | | | | | | | | |
|---------------------|--|--|--|--|--|--|--|--|--|--|
| Forename(s) ① | | | | | | | | | | |
| Surname ① | | | | | | | | | | |
| Address ② | | | | | | | | | | |
| | | | | | | | | | | |
| Postcode | | | | | | | | | | |
| Amount guaranteed ③ | | | | | | | | | | |

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

IN01

Application to register a company

Subscriber's details

| | | | | | | | | | | |
|---------------------|---------------------------------------|---|---|--|---|---|---|--|--|--|
| Forename(s) ① | THE GOVERNING BODY OF BIG WOOD SCHOOL | | | | | | | | | |
| Surname ① | | | | | | | | | | |
| Address ② | BEWCASTLE ROAD | | | | | | | | | |
| | TOP VALLEY, NOTTINGHAM | | | | | | | | | |
| Postcode | N | G | 5 | | 9 | P | J | | | |
| Amount guaranteed ③ | £10.00 | | | | | | | | | |

Subscriber's details

| | | | | | | | | | | |
|---------------------|---|---|---|--|---|---|---|--|--|--|
| Forename(s) ① | THE GOVERNING BODY OF NOTTINGHAM BLUECOAT SCHOOL AND TECHNOLOGY COLLEGE | | | | | | | | | |
| Surname ① | | | | | | | | | | |
| Address ② | ASPLEY LANE | | | | | | | | | |
| | ASPLEY, NOTTINGHAM | | | | | | | | | |
| Postcode | N | G | 8 | | 5 | G | Y | | | |
| Amount guaranteed ③ | £10.00 | | | | | | | | | |

Subscriber's details

| | | | | | | | | | | |
|---------------------|--|---|---|--|---|---|---|--|--|--|
| Forename(s) ① | THE GOVERNING BODY OF TRINITY CATHOLIC SCHOOL NOTTINGHAM | | | | | | | | | |
| Surname ① | | | | | | | | | | |
| Address ② | BEECHDALE ROAD | | | | | | | | | |
| | ASPLEY, NOTTINGHAM | | | | | | | | | |
| Postcode | N | G | 8 | | 3 | E | Z | | | |
| Amount guaranteed ③ | £10.00 | | | | | | | | | |

Subscriber's details

| | | | | | | | | | | |
|---------------------|---|---|---|--|---|---|---|--|--|--|
| Forename(s) ① | THE GOVERNING BODY OF TOP VALLEY SCHOOL & ENGINEERING COLLEGE | | | | | | | | | |
| Surname ① | | | | | | | | | | |
| Address ② | TOP VALLEY DRIVE WEST | | | | | | | | | |
| | HUCKNALL ROAD, NOTTINGHAM | | | | | | | | | |
| Postcode | N | G | 5 | | 9 | A | Z | | | |
| Amount guaranteed ③ | £10.00 | | | | | | | | | |

Subscriber's details

| | | | | | | | | | | |
|---------------------|--|---|---|--|---|---|---|--|--|--|
| Forename(s) ① | THE GOVERNING BODY OF NOTTINGHAM EMMANUEL SCHOOL | | | | | | | | | |
| Surname ① | | | | | | | | | | |
| Address ② | GRESHAM PARK ROAD | | | | | | | | | |
| | WEST BRIDGFORD, NOTTINGHAM | | | | | | | | | |
| Postcode | N | G | 2 | | 7 | Y | F | | | |
| Amount guaranteed ③ | £10.00 | | | | | | | | | |

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5**Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1**Statement of compliance delivered by the subscribers ①**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature

Signature

X *ms lu* X
on behalf of Governing Body Trinity Catholic School

Subscriber's signature

Signature

X *W Maria Puckey* X
on behalf of ~~the~~ Governing Body of Ellis Guildford School

Subscriber's signature

Signature

X *Sarah Masfield* X
on behalf of Governing Body of Top Valley School

Subscriber's signature

Signature

X *yogic* X
on behalf of Governing Body of Waltham Bluecoat School

Subscriber's signature

Signature

X *M C Newell Cooper* X
on behalf of Governing Body of Waltham Emmanuel School

Subscriber's signature

Signature

X *[Signature]* X
on behalf of Governing Body of Farnborough School

Subscriber's signature

Signature

X *[Signature]* X
on behalf of Governing Body of Bigwood School

Subscriber's signature

Signature

X *[Signature]* X
on behalf of Governing Body of Manning School for Girls

Application to register a company

Continuation pages
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

Statement of compliance delivered by an agent

| | |
|--|---|
| Agent's name | |
| Building name/number | |
| Street | |
| | |
| Post town | |
| County/Region | |
| Postcode | <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> |
| Country | |
| I confirm that the requirements of the Companies Act 2006 as to registration have been complied with | |

| | | |
|-------------------|-----------|---|
| Agent's signature | Signature | |
| | X | X |

IN01

Application to register a company

**Presenter information**

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

Contact name

Company name

Browne Jacobson LLP

Address

Post town

County/Region

Postcode

B

2

4

B

U

Country

DX 727740

Birmingham 62

Telephone 0121 237 3900

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☐ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay**

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales.

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

THE COMPANIES ACT 2006
A COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION OF
NCSA LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber

Authentication by each subscriber

Name:

GORDON ANDERSON

Signature:



on behalf of **DJANOGLY CITY ACADEMY NOTTINGHAM**

Name:

JOHN MICHAEL ROWEN

Signature:



on behalf of **NOTTINGHAM UNIVERSITY SAMWORTH ACADEMY**

Name:

DAVID HARRIS

Signature:

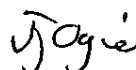


on behalf of **THE GOVERNING BODY OF BIG WOOD SCHOOL**

Name:

MRS RONNIE OGIER

Signature:



on behalf of **THE GOVERNING BODY OF THE NOTTINGHAM BLUECOAT SCHOOL AND TECHNOLOGY COLLEGE**

Name:

M S Tye

Signature:



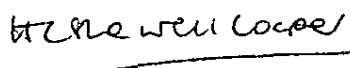
on behalf of **THE GOVERNING BODY OF TRINITY CATHOLIC SCHOOL NOTTINGHAM**

Name: GRAHAM MANFIELD

Signature: 

on behalf of THE GOVERNING BODY OF TOP VALLEY SCHOOL & ENGINEERING COLLEGE

Name: HELEN WELLS COOPER

Signature: 

on behalf of THE GOVERNING BODY OF THE NOTTINGHAM EMMANUEL SCHOOL

Name:

A. MARCIA RUCKEY

Signature:



on behalf of THE GOVERNING BODY OF ELLIS GUILFORD SCHOOL & SPORTS COLLEGE

~~Name:~~

~~Signature:~~

on behalf of THE GOVERNING BODY OF FARNBOROUGH SCHOOL TECHNOLOGY COLLEGE

Name:

EDWARD WILLIAMS

Signature:



NAME GLORIA SPENCER
on behalf of THE GOVERNING BODY OF HADDEN PARK HIGH SCHOOL

Signature



Name: BETTY PARKIN

Signature:



on behalf of THE GOVERNING BODY OF FERNWOOD SCHOOL

Name:

J. HORSLEY

Signature:



on behalf of THE GOVERNING BODY OF MANNING SCHOOL FOR GIRLS

Dated 17 December 2010

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
NCSA LIMITED

INTRODUCTION

1 INTERPRETATION

1.1 In these articles, unless the context otherwise requires:

| | |
|----------------------------------|--|
| “Academy” | means an academy pursuant to arrangements under the Academies Act 2010 and/or an academy pursuant to arrangements under Section 482 Education Act 1996; |
| “Act” | means the Companies Act 2006; |
| “Articles” | means the Company’s articles of association for the time being in force; |
| “board” | means the board of directors of the Company from time to time; |
| “business day” | means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business, |
| “Collaboration Agreement” | means the collaboration agreement entered into between the Company and the subscribers to the Company’s Memorandum of Association on or about the date of incorporation of the Company, |
| “Company” | means NCSA Limited, the company intended to be regulated by these Articles; |
| “director” | means a director for the time being of the Company; |
| “eligible director” | means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter), |

| | |
|---------------------------------|---|
| “Foundation School” | means a foundation or foundation special school as defined in Part II of the Schools Standards and Framework Act 1998; |
| “Independent Director” | means a director appointed by the members pursuant to articles 16.8 and/or 17.1 who is neither a Local Authority Person nor a School Person; |
| “Local Authority Person” | means any person associated with any local authority within the meaning given in section 69 of the Local Government and Housing Act 1989; |
| “Maintained School” | means any school maintained by a local authority pursuant to its education functions other than a Foundation School or VA School but including a community school and a voluntary controlled school; |
| “Model Articles” | means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles; |
| “Regulations” | means the School Companies Regulations 2002, |
| “School” | means an Academy, Foundation School, Maintained School or VA School which is a member of the Company; |
| “School Director” | means a director appointed pursuant to articles 16.2, 17.2 and/or 17.3; |
| “School Person” | means any person who is a governor, headteacher, executive headteacher, principal or executive principal of a member, |
| “Supervising Authority” | means Nottingham City Council or such other local authority designated as the supervising authority for the Company from time to time pursuant to the Regulations, |
| “Termination Notice” | means a validly served Termination Notice as defined in the Collaboration Agreement (as amended from time to time); and |
| “VA School” | means a voluntary aided school maintained by a local authority pursuant to its education functions |

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time taking account of:
 - (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles.
- 1.8 Articles 8, 9(1), 9(3), 11(2), 11(3), 13, 14(1), 14(2), 14(3), 14(4), 17(2), 22(1), 38 and 39 of the Model Articles shall not apply to the Company.
- 1.9 Article 7 of the Model Articles shall be amended by:
 - (a) the insertion of the words "for the time being" at the end of article 7(2)(a), and
 - (b) the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may"
- 1.10 Article 24 of the Model Articles shall be amended by the insertion of the sentence "Two thirds of members, each being a member or a proxy of a member or a duly authorised representative of a member organisation entitled to vote upon the business to be transacted shall constitute a quorum " At the end of article 24
- 2 The registered office of the Company is to be situated in England and Wales.

OBJECTS

- 3 The Company's objects (the "Objects") shall be:
 - 3.1 to supply education related services and facilities to schools, local authorities, children, young people, adult learners, companies, corporations, trusts, associations and institutions;
 - 3.2 to provide services to and/or establish, maintain, carry on, manage and develop systems, practices, schools and provision for students with significant learning, attendance and behavioural needs and/or at risk of permanent exclusion; and
 - 3.3 to provide school improvement and related services to schools, local authorities, companies, corporations, trusts, associations and institutions.
- 4 The Company shall have power to do anything that a natural or corporate person can lawfully do which is necessary and expedient to achieve its Objects, except as expressly prohibited in these articles and in particular it has powers
 - 4.1 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;
 - 4.2 to acquire, alter, improve, and (subject to such consents as may be required by law) to charge, dispose or otherwise turn to account all or any part of the property and rights of the Company;
 - 4.3 to provide educational facilities and services to students of all ages and the wider community,
 - 4.4 to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependents;
 - 4.5 to subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object or for any exhibition or other purpose which may be considered likely, directly or indirectly, to further the Objects of the Company,
 - 4.6 to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
 - 4.7 subject to article 5, to borrow and raise money (subject to such consents as may be required by law) for the furtherance of the Objects in such manner and on such security as the Company may think fit;
 - 4.8 to invest the monies of the Company not immediately required for the furtherance of its Objects in such investments as may be thought proper, and to hold, sell or otherwise deal with such investments;

- 4.9 to amalgamate or enter into any partnership or any joint purse or profit sharing arrangement, or co-operate in any way with any person, firm, or company carrying on or proposing to carry on any business or operation within the objects of the Company, and to assist any such person, firm or company;
- 4.10 to apply for, promote and obtain any Act of Parliament, or other licence, permission or authority for enabling the Company to carry any of the Objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient; to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests, and to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations, companies or persons, that may seem conducive to the attainment of the Company's objects or any of them,
- 4.11 to act as agents or brokers and as trustees for any person, firm or company, to undertake and perform sub-contracts, and to act in any of the businesses of the Company through or by means of agents, brokers, subcontractors or others;
- 4.12 to promote any company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, the promotion of which shall be considered to be calculated to advance directly or indirectly the Objects of the Company;
- 4 13 to insure any of the property or assets of the Company against any insurable risk or risks and to effect, purchase or take assurances on the lives of any debtors to the Company, or on the lives of any other persons in whom the Company may have an insurable interest;
- 4 14 to sell and in any other manner deal with or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any other organisation;
- 4.15 to provide indemnity insurance to cover the liability of directors which by virtue of any rule of law would 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 Company. Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors; and
- 4 16 to do all such other lawful things as are necessary for or incidental to or conducive to the achievement of the Objects

- 5 The Company shall not, without the prior written consent of the Supervising Authority, have the power to borrow any funds, whether secured or unsecured.
- 6 The income and property of the Company shall be applied solely for the Objects and whilst the Company is trading no portion of its income or property shall be paid to the members of the Company **PROVIDED THAT** nothing shall prevent the Company from distributing any property it may own when it is wound up between the members of the Company in equal shares and **FURTHER PROVIDED THAT** nothing shall prevent the Company from making payment in good faith at a reasonable and proper rate to any member, officer or servant of the Company in respect of remuneration for services rendered, interest on moneys lent, rent for premises demised or reimbursement of out-of-pocket expenses.

MEMBERS

- 7 The subscribers to the Company's memorandum of association and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the directors. The members may agree unanimously in writing to appoint such additional members as they think fit.
- 8 Membership shall not be transferable.
- 9 Only persons in the following categories are permitted to become members of the Company:
 - 9.1 the governing body of a maintained school,
 - 9 2 the governing body of an Academy,
 - 9 3 a local authority in England,
 - 9.4 the proprietor of an independent school or the governing body of an independent school (if the governing body has legal personality) which provides full-time education for five or more pupils of compulsory school age,
 - 9.5 a company which has as a significant proportion of its business the provision of education or educational or ancillary services or goods;
 - 9 6 a higher education institution,
 - 9 7 a further education institution, and
 - 9 8 any individual who is not excluded from membership of a school company by Schedule 1 to the Regulations
- 10 All members agree when acting as members they shall act at all times in the interests of the Company and in order to attain the Objects
- 11 A member shall cease to be a member if:

- 11.1 they are dissolved or otherwise cease to exist; or
 - 11.2 their membership is terminated under article 12; or
 - 11.3 they withdraw from the company by giving twelve weeks' notice to the directors.
- 12 A member's membership of the Company
- 12.1 shall terminate on the date set out in any Termination Notice served on them; and/or
 - 12.2 shall be terminated on the date set out in any special resolution passed at a general meeting resolving that such member's membership is terminated subject to the following
 - (a) the board must give the member at least one month's notice in writing of the general meeting. The notice to the members must set out particulars as to the reasons why termination of membership is in the interests of the Company, and must request the member to attend the meeting to answer the particulars;
 - (b) at the general meeting called for this purpose the members shall consider the evidence presented by the board and by the member (if any). The meeting may take place even if the member does not attend,
 - (c) if the resolution to terminate the member's membership of the Company is passed in accordance with this article, the member shall immediately cease to be a member.
- 13 Each year during September the members of the Company shall hold a general meeting ("Annual Meeting")
- 13.1 where the directors shall present a report and review of activities over the preceding 12 months,
 - 13.2 to appoint directors to the board pursuant to the provision of these articles; and
 - 13.3 to conduct any other business set out in the notice convening such Annual Meeting

LIABILITY OF MEMBERS

14

- 14.1 The liability of the members is limited.
- 14.2 Every member of the Company undertakes to contribute such amount as may be required, not exceeding £10, to the Company's assets if it should be wound up whilst he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member,

and of the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributories among themselves

DIRECTORS

15 NUMBER OF DIRECTORS

- 15.1 The board shall consist of up to six directors.
- 15.2 Up to four directors shall be School Directors appointed in accordance with articles 16.2 to 16.7 (inclusive).
- 15.3 Up to two directors shall be Independent Directors appointed in accordance with article 16.8.
- 15.4 No more than 50 per cent of the directors of the Company at any one time shall be executive directors.

16 APPOINTMENT OF DIRECTORS

- 16.1 The first directors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006. Future directors shall be appointed or elected, as the case may be, under these Articles.
- 16.2 The first School Directors shall be those persons identified as School Directors in an instrument in writing signed by all the members and lodged at the Company's registered office. Thereafter, subject to articles 15.1, 15.2 and 16.3, up to four School Persons shall be directly or indirectly elected to the board as School Directors from amongst the membership of the Company in accordance with any policy decided by the board for that purpose.
- 16.3 The policy for the election of School Directors pursuant to article 16.2 shall provide that of the four School Directors:
 - (a) one shall be a School Person connected to a Maintained School;
 - (b) one shall be a School Person connected to a Foundation School;
 - (c) one shall be a School Person connected to an Academy; and
 - (d) one shall be a School Person connected to a VA School,

PROVIDED THAT if there are no members in any one or more category of school referred to in sub-paragraphs (a) to (d) then the requirement under this article shall not apply in respect of such category or categories.

- 16.4 Subject to articles 16.6 and 18, each School Director shall be elected to the board for a term of three years (or as close thereto as practicable) commencing on the date of the Annual Meeting at which they are elected

- 16.5 The Chair shall announce the results of the elections at or before each relevant Annual Meeting and the persons so elected shall be duly appointed as School Directors with effect from the end of that Annual Meeting and without any further formality.
- 16.6 The School Directors shall retire from office in the following rotation:
- (a) at the first Annual Meeting following incorporation of the Company, all of the School Directors shall retire from office;
 - (b) at every subsequent Annual Meeting one School Director shall retire from office. The School Directors to retire at each subsequent Annual Meeting shall be those who have been longest in office since they last became School Directors, but as between persons who became directors on the same day those to retire shall be chosen by lot **PROVIDED THAT** where a School Director is appointed as a consequence of the death or retirement (other than by operation of this sub-paragraph) of another School Director (the "Predecessor") under articles 17.2 or 17.3 the period of time for which the School Director shall have held office shall, for the purposes only of this article, be deemed to include the period since the last election or appointment of the Predecessor.
- 16.7 A School Director who retires under article 16.6 above may, if willing and eligible to act, be re-elected.
- 16.8 The first Independent Directors shall be those persons identified as Independent Directors in an instrument in writing signed by all the members and lodged at the Company's registered office. Thereafter, subject to articles 15 and 18, the members shall by ordinary resolution from time to time appoint up to two persons as Independent Directors and shall by ordinary resolution have the power to remove from office any such Independent Director

17 CASUAL VACANCIES

Subject to Articles 13 and 18, vacancies on the board may only be filled according to the following:-

- 17.1 For Independent Directors, the board may fill the vacancies on the board solely until the next Annual Meeting;
- 17.2 For School Directors, where there remains one year or less until retirement under article 16.6, the board may subject to complying with the provisions of Article 16.3 fill the vacancies on the board;
- 17.3 For School Directors, where there remains more than one year until retirement under article 16.6, the board may not fill the vacancies on the board but the members may subject to complying with the provisions of Article 16.3 fill such vacancies

18 DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

A person shall be ineligible for appointment to the board and if already appointed shall immediately cease to be a director if the relevant individual:-

- 18.1 ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a company director;
- 18.2 is or becomes a person disqualified from elected membership of a local authority;
- 18.3 becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 18.4 is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974),
- 18.5 is, or may be, suffering from mental disorder and either:-
 - (a) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs,
- 18.6 resigns his office by notice to the Company;
- 18.7 is removed by notice in writing given to the Company by the person or persons who appointed him;
- 18 8 is an Independent Director and is or becomes a Local Authority Person or School Person;
- 18 9 terms of office has expired and they have not been reappointed, or
- 18 10 is or becomes a Local Authority Person leading to a breach of the limit in article or 29.2.

19 CHAIR

- 19 1 At the first board meeting following each Annual Meeting the directors shall appoint one of the Independent Directors to be the chair of the board to hold office until the next Annual Meeting and may at any time remove him from that office. The first Chair shall be the Independent Director identified as chair in the instrument delivered pursuant to article 16.8

- 19.2 Unless he is unwilling to do so, the Independent Director so appointed shall preside at every meeting of the board at which he is present. But if there is no Independent Director holding that office, or if the Independent Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint an Independent Director present to be chair of the meeting.

20 UNANIMOUS DECISIONS

- 20.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 20.2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing.
- 20.3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

21 RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

22 CALLING A DIRECTORS' MEETING

- 22.1 Any director may call a directors' meeting by giving not less than five business days' notice of the meeting (or such shorter notice as all the directors may agree) to the directors or by authorising the company secretary (if any) to give such notice.
- 22.2 Notice of a directors' meeting shall be given to each director by email to such email address notified (from time to time) by each director to the Company for such purposes

23 QUORUM FOR DIRECTORS' MEETINGS

- 23.1 The quorum for the transaction of business at a meeting of directors is any three eligible directors, two of which must be School Directors and one of which must be an Independent Director
- 23.2 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision
- (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

24 CASTING VOTE AT DIRECTORS' MEETINGS

- 24.1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the chair or other Independent Director chairing the meeting has a casting vote.
- 24.2 Article 24.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director is not an eligible director for the purposes of that meeting (or part of a meeting).

25 RESTRICTIONS ON ENTERING INTO CONTRACTS IN WHICH A DIRECTOR HAS AN INTEREST

- 25.1 The Company may only enter into a contract with a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company if:
- (a) the goods or services supplied to the Company under the contract are required by the Company; and
 - (b) the nature and level of consideration is no more than is reasonable in relation to the value of the goods or services.
- 25.2 For the purposes of article 25.1, a director has an interest in a contract if the following conditions are met and one of the conditions in paragraph (c) is met:
- (a) the contract is for the supply of goods or services in return for a payment or other material benefit; and
 - (b) the contract is not for the supply of services within the scope of the ordinary duties of the director, and
 - (c) one of the following applies:
 - (i) the director is a party to the contract,
 - (ii) a firm of which the director is a partner is party to the contract; or
 - (iii) a company or unincorporated association of which he is a member, is a party to the contract and where the company of which he is a member is limited by shares, he is a member holding more than 1% of the issued share capital of the company

26 DIRECTORS' CONFLICTS OF INTEREST

- 26.1 Subject to article 27.3, whenever a director has an interest, whether pecuniary or non-pecuniary, in a matter to be discussed at a meeting of the directors or a committee, the director concerned must:
- (a) declare an interest at the time that, or before, discussion begins on the matter;

- (b) unless the interest is of the type specified in article 26 2 withdraw from the meeting for that item;
- (c) not be counted in the quorum for that part of the meeting; and
- (d) withdraw during the vote and have no vote on the matter.

26.2 Subject sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act where the interest arises solely because of the director's employment with a School, such director:

- (a) shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested, and
- (b) shall be entitled to vote at a meeting of directors (or a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested.

27 REMUNERATION OF DIRECTORS

27 1 The directors shall establish a committee to be called the "Remuneration Committee" to recommend to the directors the terms of service and remuneration of the Company's executive directors. The provisions of article 26 1 shall apply to the constitution, membership and proceedings of the Remuneration Committee PROVIDED THAT the members of the Remuneration Committee shall solely comprise of all of the Company's non-executive directors from time to time otherwise.

27.2 The directors shall, on the recommendation of the Remuneration Committee, determine the terms of service and remuneration of the Company's executive directors

27.3 No director shall be entitled to be present or to vote when their own remuneration or their own terms of service are being discussed. Nothing in this article shall prevent a director from being present or voting upon benefits (including the provision of pensions and insurance) which are provided equally for all directors or for all executive directors of the Company.

28 COMMITTEES

Subject to these Articles, the directors may establish any committee
Subject to these Articles:

- (a) the constitution, membership and proceedings of any committee shall be determined by the directors. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles

regulating the proceedings of the board so far as they are capable of applying;

- (b) the establishment, terms of reference, constitution and membership of any committee of the directors shall be reviewed at least once in every twelve months;
- (c) the membership of any committee of the directors may include persons who are not directors, provided that a majority of members of any such committee shall be directors,
- (d) no vote on any matter shall be taken at a meeting of a committee of the directors unless the majority of members of the committee present are directors.

29 AVOIDING INFLUENCED COMPANY STATUS

- 29.1 Notwithstanding the number of members from time to time, the maximum aggregate number of votes exercisable by Local Authority Persons shall never exceed 19.9% of the total number of votes exercisable by members in general meeting and the votes of the other members having a right to vote at the meeting will be increased on a pro-rata basis
- 29.2 No person who is a Local Authority Person may be appointed as a director if, once the appointment had taken effect, the number of directors who are Local Authority Persons would represent 20% or more of the total number of directors. Upon any resolution put to the directors, the maximum aggregate number of votes exercisable by any directors who are Local Authority Persons shall represent a maximum of 19.9% of the total number of votes cast by the directors on such a resolution and the votes of the other directors having a right to vote at the meeting will be increased on a pro-rata basis.
- 29.3 The Members will each notify the Company and each other if at any time they believe that the Company or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act 1989).

ADMINISTRATIVE ARRANGEMENTS

30 MEANS OF COMMUNICATION TO BE USED

- 30.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
 - (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted;
 - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address,

- (c) if properly addressed and sent or supplied by electronic means, two hours after the document or information was sent or supplied; and
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a business day.

- 30.2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

31 INDEMNITY

- 31 1 Subject to article 31.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- (a) each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer
 - (i) in the actual or purported execution and/or discharge of his duties, or in relation to them, and
 - (ii) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act,

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

- (b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 22 1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

- 31 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

31 3 In this article (and article 23):

- (a) a “**relevant officer**” means any director or other officer or former director or other officer of the Company or an associated company (including a company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor); and
- (b) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

32 INSURANCE

32.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

32 2 In this article:

- (a) a “**relevant officer**” shall have the meaning given in article 31.3(a),
- (b) a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.