



FILE COPY

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

Company No. 8162613

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

**THE SOUTH LEICESTERSHIRE LEARNING
PARTNERSHIP**

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 **31st July 2012**



N08162613E



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company

SAME DAY



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.
If you want to register this, please use form LL IN

TUESDAY



A11 31/07/2012 #2
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

The South Leicestershire Learning Partnership

For official use

--	--	--	--	--	--	--	--

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

All fields are mandatory unless
specified or indicated by *

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 on this is available in
our guidance booklet GP1 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 our
guidance booklet GP1 at:
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

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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

5

Street

Grove Court

Grove Park

Post town

Enderby

County/Region

Leicestershire

Postcode

L E 1 9 1 S A

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

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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**

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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
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 ②		
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)	
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 ③		
Registration number		
	③ 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 ④	
	I consent to act as secretary of the proposed company named in Section A1	
Signature	Signature X	
	④ Signature The person named above consents to act as corporate secretary of the proposed company	

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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*	Mr	
Full forename(s)	Brian	
Surname	Myatt	
Former name(s) ②		
Country/State of residence ③	England	
Nationality	British	
Date of birth	<div> <div>d</div> <div>2</div> <div>d</div> <div>4</div> <div>m</div> <div>0</div> <div>m</div> <div>8</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>5</div> </div>	
Business occupation (if any) ④		

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	Countesthorpe Community College Trust	
Street	Winchester Road	
Post town	Countesthorpe	
County/Region	Leicestershire	
Postcode	<div> <div>L</div> <div>E</div> <div>8</div> <div></div> <div>5</div> <div>P</div> <div>R</div> </div>	
Country	England	

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> <div>Signature</div> <div>X</div> <div>B. Myatt</div> <div>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)	Timothy		
Surname	Moralee		
Former name(s) ②			
Country/State of residence ③	England		
Nationality	British		
Date of birth	<div>d 1 5</div> <div>m 0 7</div> <div>y 1 9 5 0</div>		
Business occupation (if any) ④			

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	Thomas Estley Community College		
Street	Station Road		
Post town	Broughton Astley		
County/Region	Leicestershire		
Postcode	<div>L E 9</div> <div>6 P T</div>		
Country	England		

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  X</div>		


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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)	Jonathan		
Surname	Sleath		
Former name(s) ^②			
Country/State of residence ^③	England		
Nationality	British		
Date of birth	<div> <div>d</div> <div>2</div> <div>d</div> <div>3</div> <div>m</div> <div>0</div> <div>m</div> <div>1</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>7</div> <div>y</div> <div>4</div> </div>		
Business occupation (if any) ^④			

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	Leysland High School		
Street	Winchester Road		
Post town	Countesthorpe		
County/Region	Leicestershire		
Postcode	<div> <div>L</div> <div>E</div> <div>8</div> <div></div> <div>5</div> <div>P</div> <div>R</div> <div></div> </div>		
Country	England		

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> <div>Signature</div> <div>X</div> <div></div> <div>X</div> </div>		

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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*	Mrs		
Full forename(s)	Tracy		
Surname	Withers		
Former name(s) ^②			
Country/State of residence ^③	England		
Nationality	British		
Date of birth	<div> <div>d</div> <div>3</div> <div>d</div> <div>0</div> <div>m</div> <div>0</div> <div>m</div> <div>3</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>6</div> </div>		
Business occupation (if any) ^④			

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	Cosby Primary School		
Street	Portland Street		
Post town	Cosby		
County/Region	Leicester		
Postcode	<div> <div>L</div> <div>E</div> <div>9</div> <div>1</div> <div>T</div> <div>E</div> </div>		
Country	England		

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> <div>Signature</div> <div>X</div> <div>T. Withers</div> <div>X</div> </div>		

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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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
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 ②		
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 <div style="display: flex; justify-content: space-between;"> X X </div>	
	⑤ Signature The person named above consents to act as corporate director of the proposed company.	

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 ③

③ 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 premium

② Total number of issued shares in this class.

③ Number of shares issued multiplied by nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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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

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Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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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						

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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	-
Surname 1	THOMAS ESTLEY COMMUNITY COLLEGE
Address 2	STATION ROAD BROUGHTON ASTLEY, LEICESTER
Postcode	L E 9 6 P T
Amount guaranteed 3	£10 00

Subscriber's details

Forename(s) 1	-
Surname 1	COUNTSTHORPE COMMUNITY COLLEGE TRUST
Address 2	WINCHESTER ROAD COUNTSTHORPE, LEICESTERSHIRE
Postcode	L E 8 5 P R
Amount guaranteed 3	£10 00

Subscriber's details

Forename(s) 1	-
Surname 1	LEYSLAND HIGH SCHOOL
Address 2	WINCHESTER ROAD COUNTSTHORPE, LEICESTERSHIRE
Postcode	L E 8 5 P R
Amount guaranteed 3	£10 00

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Subscriber's details	
Forename(s) ①	-
Surname ①	COSBY PRIMARY SCHOOL
Address ②	PORTLAND STREET COSBY, LEICESTER
Postcode	L E 9 1 T E
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.

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

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?




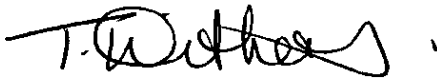
- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

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

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

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  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

IN01

Application to register a company

Subscriber's signature	<small>Signature</small> X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	<small>Signature</small> X	X	
Subscriber's signature	<small>Signature</small> X	X	
Subscriber's signature	<small>Signature</small> X	X	

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	<small>Signature</small> 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 **Alex Clifton**

Company name **BHW Solicitors**

Address **5 Grove Court**

Grove Park

Post town **Enderby**

County/Region **Leicestershire**

Postcode **L E 1 9 1 S A**

Country **England**

DX

Telephone **0116 289 7000**

**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 is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**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
& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)**

A COMPANY LIMITED BY GUARANTEE

**MEMORANDUM OF ASSOCIATION
OF
THE SOUTH LEICESTERSHIRE LEARNING PARTNERSHIP**

THE COMPANIES ACT 2006

& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)

SCHEDULE 2

A COMPANY LIMITED BY GUARANTEE

Regulation 2(b)

MEMORANDUM OF ASSOCIATION OF

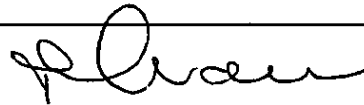
THE SOUTH LEICESTERSHIRE LEARNING PARTNERSHIP

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

Thomas Estley Community College Signature



On Behalf Of Thomas Estley Community College

Countesthorpe Community
College Trust



Signature

On Behalf Of Countesthorpe Community College Trust

Leysland High School

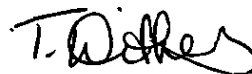
Signature



On Behalf Of Leysland High School

Cosby Primary School

Signature



On Behalf Of Cosby Primary School

Dated 26th July 2012

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE SOUTH LEICESTERSHIRE LEARNING PARTNERSHIP

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE SOUTH LEICESTERSHIRE LEARNING PARTNERSHIP

COMPANY NAME

- 1 The company's name is The South Leicestershire Learning Partnership (and in this document it is called "**the Umbrella Trust**")

INTERPRETATION

- 2 In these Articles -

"Academy" has the meaning given by s 579 Education Act 1996 and "Academies" means more than one such Academy,

"Academy Trusts" means the charitable companies limited by guarantee which are members of the Umbrella Trust including the learning institutions established and maintained by those companies and which participate in the furtherance of the Objects and Academy Trust means one of those Academy Trusts,

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Umbrella Trust,

"Annual Improvement Plan" means the annual improvement plan relating to the Umbrella Trust and the Academies agreed by the directors from time to time,

"the articles" means the articles of association of the Umbrella Trust,

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect,

"the Commission" means the Charity Commission for England and Wales,

“Companies Act” means the Companies Act (as defined in section 2 of the Companies Act 2006) insofar it applies to the Umbrella Trust,

“directors” means the directors of the Umbrella Trust The directors are charity trustees as defined by section 177 of the Charities Act 2011,

“document” includes, unless otherwise specified, any document sent or supplied in electronic form,

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

“the memorandum” means the memorandum of association of the Umbrella Trust,

“officers” includes the directors and the secretary (if any),

“Principles” means the principles contained in Articles 6 and 7,

“Principal Regulator” means the Department for Education together with Education Funding Agency or any other body or person appointed as the Principal Regulation in accordance with the Charities Act 2011,

“the seal” means the common seal of the Umbrella Trust if it has one,

“secretary” means any person appointed to perform the duties of the secretary of the Umbrella Trust,

“the United Kingdom” means Great Britain and Northern Ireland, and

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

Unless the context otherwise requires, words or expressions contained in these articles have the same meaning as in the Companies Act, but excluding any statutory modification not in force when this constitution becomes binding on the Umbrella Trust

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

- 3 The Umbrella Trust’s registered office is to be situated in England and Wales

LIABILITY OF MEMBERS

4 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the Umbrella Trust in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- (1) payment of the Umbrella Trust's debts and liabilities incurred before he, she or it ceases to be a member;
- (2) payment of the costs, charges and expenses of winding up, and
- (3) adjustment of the rights of the contributories among themselves

OBJECTS

5 The Umbrella Trust's objects ("the Objects") are specifically restricted to the following -

- a to deliver a quality, continuous and progressive learning experience for young people up to the age of 19 through the adoption and development of supportive and collaborative principles between the members,
- b to promote co-operation between the Academy Trusts,
- c to promote improvement in respect of the Academy Trusts, and
- d to advance for the public benefit education in the United Kingdom by managing and developing the Academy Trusts

PRINCIPLES

6 Subject to Article 7, in exercising commitment to the furtherance and realisation of the Objects each Academy Trust will at all times -

- a act with utmost commitment to pupil achievement and attainment;
- b strive to be outstanding and provide general advice and support to the other Academy Trusts in relation to all elements of each Academy Trust's activities and particularly in circumstances where an Academy Trust is need of additional support (whether administratively or pursuant to tests adopted from time to time by Ofsted or any other relevant body or regulatory authority) or otherwise requests extra advice from the Umbrella Trust,

- c adopt and adhere to both National Pay and Conditions (as updated by the School Teachers' Review Board) for teachers and Local Pay and Conditions (as set and updated regionally) for support staff,
 - d explore and secure opportunities for cost optimisation and the availability of funds for pupil and learning investment through joint procurement of goods and services including but not limited to insurances, utilities and equipment,
 - e maintain its admission policies (including with reference to target catchment, maintenance of the commitment to diversity and comprehensive access to education) as are in place at the date of it becoming a member of the Umbrella Trust unless otherwise authorised by a special resolution;
 - f maintain established comprehensive education principles of equality, diversity, freedom of opportunity and access to education for all,
 - g succession plan for its leadership (including but not limited to headship) and Umbrella Trust representation which acknowledges and seeks to uphold its membership of the Umbrella Trust and its commitment to the Principles,
 - h without prejudice to any overriding duties of confidentiality and data protection, share data (including attainment and achievement data), progress and performance information and data reports openly and transparently to promote common expertise and experience, understanding and interpretation between the Academy Trusts in the best interests of the pupils of the Academy Trusts, and
 - i acknowledge the independence, ethos, identity and autonomy of the other Academy Trusts
- 7 Notwithstanding any other provision of these Articles but subject always to any regulatory requirements each Academy Trust shall at all times retain its own ethos, identity and autonomy and its membership of the Umbrella Trust shall not cause any of the Academy Trusts' decision making ability to be compromised

POWERS

8 The Umbrella Trust has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so In particular, the Umbrella Trust has power -

- (a) to raise funds and to invite and receive contributions provided that in raising funds the Umbrella Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Umbrella Trust. In exercising this power, the Umbrella Trust must comply as appropriate with sections 117 and 122 of the Charities Act 2011,
- (d) to borrow money and to charge the whole or any part of the property belonging to the Umbrella Trust as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation The Umbrella Trust must comply as appropriate with sections 124 - 126 the Charities Act 2011 if it wishes to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (i) to employ and remunerate such staff as are necessary for carrying out the work of the Umbrella Trust The Umbrella Trust may employ or remunerate a director only to the extent it is permitted to do so by article 8 and provided it complies with the conditions in that article;

- (j) to
 - (i) deposit or invest funds,
 - (ii) employ a professional fund-manager,
 - (iii) arrange for the investments or other property of the Umbrella Trust to be held in the name of a nominee,
 in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,
- (k) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (l) to pay out of the funds of the Umbrella Trust the costs of forming and registering the Umbrella Trust as both a company and as a charity,
- (m) to procure and deliver goods and services to the Academy Trusts,
- (n) appoint persons to the board (Governing Body) of an Academy Trust where in its reasonable opinion it believes the relevant Academy Trust -
 - (i) is failing to deliver targets set out in its Annual Improvement Plan,
 - (ii) acts in a manner inconsistent with the Principles,
 - (ii) is likely to have directors (Governors) appointed to its board (Governing Body) by the Secretary of State as a result of poor performance

APPLICATION OF INCOME AND PROPERTY

- 9 (1) The income and property of the Umbrella Trust shall be applied solely towards the promotion of the Objects
- (2)
 - a A director is entitled to be reimbursed from the property of the Umbrella Trust or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Umbrella Trust
 - b. A director may benefit from trustee indemnity insurance cover

purchased at the Umbrella Trust's expense in accordance with, and subject to the conditions in section 189 of the Charities Act 2011

- c A director may receive an indemnity from the Umbrella Trust in the circumstances specified in article 57
- d A director may not receive any other benefit or payment unless it is authorised by article 10

(3) Subject to article 10, none of the income or property of the Umbrella Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Umbrella Trust. Nonetheless a member of the Umbrella Trust who is not also a director may

- a benefit as a beneficiary of the Umbrella Trust;
- b be paid reasonable and proper remuneration for any goods or services supplied to the Umbrella Trust,
- c be paid rent for premises let by the member of the Umbrella Trust if the amount of the rent and other terms of the letting are reasonable and proper, and
- d be paid interest on money lent to the Umbrella Trust at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by the directors, or 0.5%, whichever is the higher

BENEFITS AND PAYMENTS TO DIRECTORS AND CONNECTED PERSONS

10 General Provisions

- (1) No director or connected person may
 - a buy any goods or services from the Umbrella Trust on terms preferential to those applicable to members of the public,
 - b sell goods, services, or any interest in land to the Umbrella Trust;

c be employed by or receive any remuneration from the Umbrella Trust,

d receive any other financial benefit from the Umbrella Trust,

unless the payment is permitted by sub-clause (2) of this Article or authorised by the court or the Charity Commission

In this Article a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value

Scope and powers permitting directors’ or connected persons’ benefits

(2) a. A director or connected person may receive a benefit from the Umbrella Trust in the capacity of a beneficiary of the Umbrella Trust provided that a majority of the directors do not benefit in this way.

b A director or connected person may enter into a contract for the supply of goods or services to the Umbrella Trust, where that is permitted in accordance with, and subject to the conditions in, section 185 and 186 of the Charities Act 2011

c Subject to sub-clause (3) of this article, a director or connected person may provide the Umbrella Trust with goods that are not supplied in connection with the services provided to the Umbrella Trust by the director or connected person

d A director or connected person may receive interest on money lent to the Umbrella Trust at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate)

e A director or connected person may receive rent for premises let by the director or connected person to the Umbrella Trust The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a

proposal or the rent or other terms of the lease are under discussion.

f A director or connected person may take part in the normal trading and fundraising activities of the Umbrella Trust on the same terms as members of the public

Payment for supply of goods only – controls

(3) The Umbrella Trust and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied

a The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Umbrella Trust or its directors (as the case may be) and the director or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the Umbrella Trust

b The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question

c The other directors are satisfied that it is in the best interests of the Umbrella Trust to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with the director or connected person against the disadvantages of doing so

d The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods to the Umbrella Trust

e The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the

meeting

f. The reason for their decision is recorded by the directors in the minute book

g. A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 10.

(4) In sub-clauses (2) and (3) of this article

- a. "Umbrella Trust" includes any company in which the Umbrella Trust
 - i. holds more than 50% of the shares, or
 - ii. controls more than 50% of the voting rights attached to the shares, or
 - iii. has the right to appoint one or more directors to the board of the company
- b. "connected person" includes any person within the definition in article 62 "Interpretation"

DECLARATION OF DIRECTORS' INTERESTS

- 11 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Umbrella Trust or in any transaction or arrangement entered into by the Umbrella Trust which has not previously been declared. Except to the extent permitted by Article 12 below, a director must absent himself or herself from any discussion of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Umbrella Trust and any personal interest (including but not limited to any personal financial interest)

CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTIES

- 12 (1) If a conflict of interest arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a

conflict of interest where the following conditions are met

- a the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
- b. the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and
- c the unconflicted directors consider it is in the interests of the Umbrella Trust to authorise the conflict of interests in the circumstances applying

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person

MEMBERS

13 (1) The initial members of the Umbrella Trust shall be the signatories to the memorandum

(2) Membership is open to other Academies or organisations who

- a apply to the Umbrella Trust in the form required by the directors; and
- b are approved by a majority of 75% of the directors

(3) a The directors may only refuse an application for membership if, in the reasonable opinion of the directors, the applicant has not demonstrated an acceptable level of commitment to the Principles and/or, if acting reasonably and properly, they consider it to be in the best interests of the Umbrella Trust to refuse the application

- b The directors must inform the applicant in writing of the reasons for the refusal within 21 days of the decision

c The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.

(4) Membership is not transferable.

(5) The directors must keep a register of names and addresses of the members.

TERMINATION OF MEMBERSHIP

14 (1) Membership is terminated if

(1) the member dies or, if it is an organisation, ceases to exist,

(2) the member ceases to be an Academy,

(3) the member resigns pursuant to Article 14.2 below unless, after the resignation, there would be less than two members, or

(4) any sum due from the member to the Umbrella Trust is not paid in full within six months of it falling due.

(2) Subject to Secretary of State approval, a member may resign from the Umbrella Trust by giving not less than 12 months' written notice to the Umbrella Trust provided that the effective date of termination falls on the 31st August of any given year, unless the other members resolve otherwise by way of ordinary resolution.

(3) If a member -

(a) commits a material breach of its obligations under these Articles and (if such breach is remediable) fails to remedy that breach within 30 days after receiving notice requiring it to do so, or

(b) commits a series of minor breaches which when taken together amount to a material breach, or

(c) in the reasonable opinion of the other members, continues to act in a manner inconsistent with the Objects and Principles,

then the other members shall be entitled to deem that member as an **"Infringing Member"**

(4) Subject to Secretary of State approval, an Infringing Member's membership can be terminated by the unanimous consent of the other members provided that -

i) the Infringing Member has been given at least 21 days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed, and

ii) the Infringing Member or, at the option of the Infringing Member, the Infringing Member's representative (who need not be a member of the Umbrella Trust) has been allowed to make representations to the meeting

(5) For the avoidance of doubt any Infringing Member shall not be counted for the purposes of determining unanimity

GENERAL MEETINGS

15 (1) The Umbrella Trust must hold its first annual general meeting within eighteen months after the date of its incorporation

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

16 The directors may call a general meeting at any time

NOTICE OF GENERAL MEETINGS

17 (1) The minimum periods of notice required to hold a general meeting of the Umbrella Trust are:

a 21 clear days for an annual general meeting or a general meeting called for the passing of a special resolution,

b. 14 clear days for all other general meetings

(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 24.

(4) The notice must be given to all the members and to the directors and auditors.

18 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Umbrella Trust.

PROCEEDINGS AT GENERAL MEETINGS

19 (1) No business shall be transacted at any meeting unless a quorum is present.

(2) A quorum is

a three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or

b one tenth of the total membership at the time,

whichever is the greater.

(3) If an eligible proxy is not present then the authorised representative of the relevant member organisation shall be counted in the quorum.

20 (1) If.

a a quorum is not present within half an hour from the time appointed for the meeting, or

b during a meeting a quorum ceases to be present,

the meeting shall stand adjourned to such time and place as the directors may determine.

(2) The directors must reconvene the meeting and must give at least seven

clear days' notice of the reconvened meeting stating the date, time and place of the meeting

(3) If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting

21 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors

(2) If there is no such person or he or she is not present within 15 minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting

(3) If there is only one director present and willing to act, he or she shall chair the meeting

(4) If no director is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

22 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

(2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting

23 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded

a by the person chairing the meeting, or

- b. by at least two members present in person or by proxy and having the right to vote at the meeting;
 - c. by a member or members present in person or by proxy representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting
- (2)
 - a. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - b. The result of the vote must be recorded in the minutes of the Umbrella Trust but the number or proportion of votes cast need not be recorded
- (3)
 - a. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
 - b. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
- (4)
 - a. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
 - b. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5)
 - a. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
 - b. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
 - c. The poll must be taken within thirty days after it has been demanded
 - d. If the poll is not taken immediately at least seven clear days' notice

must be given specifying the time and place at which the poll is to be taken

e If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

CONTENT OF PROXY NOTICES

24 (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which –

a states the name and address of the member appointing the proxy,

b identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed,

c is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine,

d is delivered to the Umbrella Trust in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate

(2) The Umbrella Trust may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as –

a allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

b appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

DELIVERY OF PROXY NOTICES

25 (1) A person who is entitled to attend, speak or vote (either on a show of hands

or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Umbrella Trust by or on behalf of that person

(2) An appointment under a proxy notice may be revoked by delivering to the Umbrella Trust a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf

WRITTEN RESOLUTIONS

26 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that

a a copy of the proposed resolution has been sent to every eligible member,

b a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and

c it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement

(3) In the case of a member that is an organisation, its authorised representative may signify its agreement

VOTES OF MEMBERS

- 27 Subject to article 12, every member, whether an individual or an organisation, shall have one vote
- 28 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final
- 29 (1) Any organisation that is a member of the Umbrella Trust may nominate any person to act as its representative at any meeting of the Umbrella Trust
- (2) The organisation must give written notice to the Umbrella Trust of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Umbrella Trust. The representative may continue to represent the organisation until written notice to the contrary is received by the Umbrella Trust
- (3) Any notice given to the Umbrella Trust will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Umbrella Trust shall not be required to consider whether the representative has been properly appointed by the organisation

DIRECTORS

- 30 (1) A director must be a natural person aged 16 years or older
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 39
- 31 The minimum number of directors shall be three but (unless otherwise determined by ordinary resolution) shall not be subject to a maximum
- 32 The first directors shall be those persons notified to Companies House as the first directors of the Umbrella Trust.
- 33 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

POWERS OF DIRECTORS

- 34 (1) The directors shall manage the business of the Umbrella Trust and may exercise all the power of the Umbrella Trust unless they are subject to any restrictions imposed by the Companies Act, the articles or any special resolution
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors

APPOINTMENT OF DIRECTORS

- 35 Each member shall be entitled to nominate up to two persons to be directors by providing notice in writing and shall at any time be entitled to appoint another person in his or her place
- 36 If any member ceases to be a member of the Umbrella Trust such member shall procure the resignation of any director it has nominated
- 37 The Umbrella Trust may resolve by ordinary resolution to appoint a person who is willing to act as a director.
- 38 The appointment of a director, whether by the Umbrella Trust in a general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 39 A director shall automatically cease to hold office if he or she
- (1) ceases to be a director by virtue of any provision of the Companies Act or is prohibited by law from being a director,
- (2) is disqualified from acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions),
- (3) was appointed by a member which ceases to be a member of the

Umbrella Trust,

(4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,

(5) resigns as a director by notice to the Umbrella Trust (but only if at least two directors will remain in office when the notice of resignation is to take effect),

(6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated,

(7) is removed by the person or persons who appointed him

REMUNERATION OF DIRECTORS

40 The directors must not be paid any remuneration unless it is authorised by article 10.

PROCEEDINGS OF DIRECTORS

41 (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

(2) Any director may call a meeting of the directors.

(3) The secretary (if any) must call a meeting of the directors if requested to do so by a director

(4) Questions arising at a meeting shall be decided by a majority of votes

(5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote

(6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants

42. (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made "Present" includes being

present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants

- (2) The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
 - (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote
- 43 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting
- 44 (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment
- (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within 10 minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting
 - (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors
- 45 (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of the meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it has been passed at a meeting of the directors duly convened and held
- (2) A resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement

DELEGATION

- 46 (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the

minute book

(2) The directors may impose conditions when delegating, including the conditions that

a the relevant powers are to be exercised exclusively by the committee to whom they delegate,

b no expenditure may be incurred on behalf of the Umbrella Trust except in accordance with a budget previously agreed with the directors

(3) The directors may alter or revoke a delegation

(4) All acts and proceedings of any committees must be fully and promptly reported to the directors

VALIDITY OF DIRECTORS' DECISIONS

47 (1) Subject to article 47(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director

a who was disqualified from holding office,

b who had previously retired or who had been obliged by the constitution to vacate office,

c who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without

d the vote of that director; and

e that director being counted in the quorum,

the decision has been made by a majority of the directors at a quorate meeting

(2) Article 47(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 47(1), the resolution would have been

void, or if the director has not complied with article 11

SEAL

48 If the Umbrella Trust has a seal, it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary (if any) or by a second director

MINUTES

49 The directors must keep minutes of all

- (1) appointments of officers made by the directors,
- (2) proceedings at meetings of the Umbrella Trust,
- (3) meetings of the directors and committees of the directors, including
 - a the names of the directors present at the meeting,
 - b the decisions made at the meetings, and
 - c where appropriate, the reasons for the decisions

ACCOUNTS AND RECORDS

50 (1) The directors must prepare for each financial year accounts as required by the Companies Act. The accounts must be prepared to show a true and fair view and follow account standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice

(2) The directors must keep accounting records as required by the Companies Act

51 (1) The directors must -

- a keep proper books of account with respect to the affairs of the Umbrella Trust,

- b preserve books and statements of accounts for a period of at least six years (unless the charity ceases to exist and the Commission has consented to them being disposed of),
- c submit to the Principal Regulator any records, accounts or other information that it reasonably requests, and
- d within two months of receiving a request, provide a copy of the Umbrella Trust's most recent accounts to anyone who makes a written request for a copy and pays a reasonable fee to the Umbrella Trust to cover the costs of complying with the request

ANNUAL REPORT AND REGISTER OF CHARITIES

- 52 (1) If required the directors will comply with the requirements of the Charities Act 2011 with regard to the
- a transmission of a copy of the statements of account to the Commission,
 - b preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - c preparation of an Annual Return and its transmission to the Commission

MEANS OF COMMUNICATION TO BE USED

53. (1) Subject to the articles, anything sent or supplied by or to the Umbrella Trust under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Umbrella Trust

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

54 Any notice to be given to or by any person pursuant to the articles

(1) must be in writing,

(2) must be given in electronic form

55. (1) The Umbrella Trust may give any notice to a member either

a personally, or

b by sending it by post in a prepaid envelope addressed to the member at his or her address, or

c by leaving it at the address of the member, or

d by giving it in electronic form to the member's address, or

e by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

(2) A member who does not register an address with the Umbrella Trust or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Umbrella Trust.

56. A member present in person at any meeting of the Umbrella Trust shall be deemed to have received notice of the meeting and of the purposes for which it was called.

57. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given

a 48 hours after the envelope containing it was posted, or

b in the case of an electronic form of communication, 48 hours after it was sent.

INDEMNITY

58 (1) The Umbrella Trust shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

(2) In this article a “relevant director” means a director or former director of the Umbrella Trust

RULES

59 (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Umbrella Trust

(2) The bye-laws may regulate the following matters but are not restricted to them:

- a the admission of members of the Umbrella Trust (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
- b the conduct of members of the Umbrella Trust in relation to one another, and to the Umbrella Trust’s employees and volunteers,
- c the setting aside of the whole or any part or parts of the Umbrella Trust’s premises at any particular time or times or for any particular purpose or purposes,
- d the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Act or by the articles,
- e generally, all such matters as are commonly the subject matter of company rules

(3) The Umbrella Trust in a general meeting has the power to alter, add to or repeal the rules or bye laws.

- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Umbrella Trust
- (5) The rules or bye laws shall be binding on all members of the Umbrella Trust
No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

DISPUTES

- 60 If a dispute arises between members of the Umbrella Trust about the validity or propriety of anything done by the members of the Umbrella Trust under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation

DISSOLUTION

61. (1) The members of the Umbrella Trust may at any time before, and in expectation of, its dissolution resolve that any net assets of the Umbrella Trust after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Umbrella Trust be applied or transferred in any of the following ways:
- a directly for the Objects,
 - b by transfer to any charity or charities for purposes similar to the Objects,
 - c to any charity or charities for use for particular purposes that fall within the Objects
- (2) Subject to any such resolution of the members of the Umbrella Trust, the directors of the Umbrella Trust may at any time before and in expectation of its dissolution resolve that any net assets of the Umbrella Trust after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Umbrella Trust be applied or transferred
- a directly for the Objects,
 - b by transfer to any charity or charities for purposes similar to the Objects,

c to any charity or charities for use for particular purposes that fall within the Objects

(3) In no circumstances shall the net assets of the Umbrella Trust be paid to or distributed among the members of the Umbrella Trust (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is passed by the members or the directors the net assets of the Umbrella Trust shall be applied for charitable purposes as directed by the Court or the Commission

INTERPRETATION

62 In article 10, sub-clause (2) of article 10 and sub-clause (2) of article 47 “connected person” means

- (1) a child, parent, grandchild, grandparent, brother or sister of the director,
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above,
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above,
- (4) an institution which is controlled –
 - a by the director or any connected person falling within sub-clause (1), (2) or (3) above,
 - b by two or more persons falling within sub-clause 4(a), when taken together,
- (5) a body corporate in which-
 - a the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest, or
 - b two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest;
 - c sections 350-352 of the Charities Act 2011 apply for the purposes of