

FILE COPY



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

Company Number **10723126**

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

CHETHAM'S TRADING LIMITED

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

Given at Companies House, Cardiff, on **12th April 2017**



* N107231269 *



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **12/04/2017**

X648CV55

*Company Name in
full:*

CHETHAM'S TRADING LIMITED

Company Type:

Private company limited by shares

*Situation of
Registered Office:*

England and Wales

*Proposed Registered
Office Address:*

**CHETHAMS SCHOOL OF MUSIC, LONG MILLGATE
MANCHESTER
UNITED KINGDOM M3 1SB**

Sic Codes:

74990

Proposed Officers

Company Secretary 1

Type: **Person**

Full Forename(s): **MS. SARAH CAROLINE**

Surname: **NEWMAN**

Service Address: **recorded as Company's registered office**

The subscribers confirm that the person named has consented to act as a secretary.

Company Director 1

Type: **Person**

Full Forename(s): **MR. MALCOLM CLIVE**

Surname: **GREENHALGH** #

Service Address:

BL8

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: ****/06/1952** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: **Person**

Full Forename(s): **MR. COLIN**

Surname: **BEESON**

Service Address: **15 SANDIWAY ROAD**
ALTRINCHAM
CHESHIRE
UNITED KINGDOM WA14 1HU

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: ****/04/1950** *Nationality:* **BRITISH**

Occupation: **EDUCATION
CONSULTANT**

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type: **Person**

Full Forename(s): **MR. PHILIP**

Surname: RAMSBOTTOM

Service Address: **GARDEN FLAT, 15A CLARENDON GARDENS
LONDON
UNITED KINGDOM W9 1AY**

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: ****/07/1945** *Nationality:* **BRITISH**

Occupation: **RETIRED**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	100
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	100
<i>Prescribed particulars</i>			

FULL VOTING RIGHTS, RIGHT TO RECEIVE DIVIDENDS AND RIGHT TO RETURN OF PAR VALUE AND TO PARTICIPATE IN THE DISTRIBUTION OF ANY SURPLUS IN EVENT OF LIQUIDATION.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	100
		<i>Total aggregate nominal value:</i>	100
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	CHETHAM'S SCHOOL OF MUSIC	<i>Class of Shares:</i>	ORDINARY
<i>Address</i>	HEIGHT FARM BARN, HARWOOD ROAD TOTTINGTON BURY LANCASHIRE UNITED KINGDOM BL8 3PR	<i>Number of shares:</i>	100
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MR. MALCOLM CLIVE GREENHALGH #**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/06/1952** *Nationality:* **BRITISH**

Service Address:

BL8

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, 75% or more of the shares in the company.

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **ASHCROFT CAMERON**

Agent's Address: **27 HOLYWELL ROW
LONDON
UNITED KINGDOM
EC2A 4JB**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **ASHCROFT CAMERON**

Agent's Address: **27 HOLYWELL ROW
LONDON
UNITED KINGDOM
EC2A 4JB**

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CHETHAM'S TRADING 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 and take at least one share.

Name of each Subscriber

Authentication by each Subscriber

CHETHAM'S SCHOOL OF MUSIC

Dated 12th April 2017

Companies Act 2006

Company having a share capital

ARTICLES OF ASSOCIATION

of

Chetham's Trading Limited

Interpretation

1. In these articles:
 - 1.1 'address' includes any number or address used for the purpose of sending or receiving documents by electronic means.
 - 1.2 'the Articles' means these articles of the company.
 - 1.3 'the Charity' means **Chetham's Hospital School and Library** (registered charity number 526702) or any other charitable body which succeeds to its charitable purposes.
 - 1.4 'clear days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
 - 1.5 'Companies Acts' has the meaning given to it in section 2 of the Companies Act 2006.
 - 1.6 'electronic means' has the meaning given to it in the Companies Act 2006.
 - 1.7 'Secretary' means the secretary of the company if any.
 - 1.8 Unless the context otherwise requires, words or expression contained in the Articles bear the same meaning as in the Companies Acts but excluding any statutory modification thereof not in force when the Articles become binding on the company.
 - 1.9 The model articles for a private company limited by shares shall not apply to and are expressly excluded from the Articles except where they are expressly included.

Shares

2. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each. Subject to the provisions of the Companies Acts any share may be issued with such rights or restrictions as the company may by ordinary resolution determine. The directors are prohibited from exercising any power to allot shares, grant rights to subscribe for or to convert any security into shares.
3. No share shall be transferred except with the consent of the members who may in their absolute discretion and without giving any reason decline to register any transfer of any share.

Authorised representatives

4. The company secretary from time to time of each corporate member (or such other person as is from time to time notified to the company in writing by such corporate member) shall be the duly authorised representative of such corporate member.

Meetings and company resolutions

5. Decisions of the members can be made:
 - 5.1 By an authorised representative of a sole member notifying a decision the member has made to the company in writing within 14 days of the date of the decision;
 - 5.2 By passing a written resolution in accordance with the provisions of the Companies Act 2006 which in the case of a sole member is signed by an authorised representative of the Charity as sole member; or
 - 5.3 By passing a resolution at a members' meeting convened and held in accordance with the provisions of the Companies Act 2006.
6. Communications in relation to written resolutions shall be sent to the company's auditors in accordance with the Companies Acts.

Directors

Appointment and Removal

7. The directors shall be appointed and removed by service of a notice on the directors and the Secretary signed by the members or, in the case of a corporate member, its authorised representative. There shall be no maximum number of directors and the minimum shall be two.
8. The office of a director shall be vacated if:
 - 8.1 he or she ceases to be a director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a director; or
 - 8.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - 8.3 he or she is, or may be, suffering from mental disorder and either:
 - (i) he or she 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 (Care and Treatment) (Scotland) Act 2003 or in Northern Ireland, an application for admission for treatment under the Mental Health (Northern Ireland) Order 1986; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
 - 8.4 he or she resigns his or her office by notice to the company; or
 - 8.5 he or she shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his or her office be vacated.

Powers

9. Subject to the provisions of the Companies Acts and the Articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

10. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.

Delegation of Powers

11. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. 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 directors so far as they are capable of applying.

Remuneration

12. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine, provided that any remuneration of a director who is also a trustee of the Charity must be in accordance with the Charity's constitution or the Charities Act 2011 (or any statutory modification or re-enactment thereof).

Expenses

13. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties.

Appointments and Interests

14. Subject to the provisions of the Companies Acts a director
- 14.1 may be a director or other officer of, or employed by the Charity or any body corporate promoted by the company or in which the company is otherwise interested provided that no director who is also a trustee of the Charity shall be remunerated or receive other benefits in respect of such employment or office unless permitted under the Charity's constitution or the Charities Act 2011 (or any statutory modification or re-enactment thereof); and
- 14.2 shall not, by reason of his or her office, be accountable to the company for any benefit which he or she derives from any such office or employment and no transaction or arrangement of the company shall be liable to be avoided on the ground of any such benefit provided the conflicts of interest provisions set out at Articles 22 to 24 have been followed.

Proceedings

15. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
16. The quorum for the transaction of the business of the directors may be fixed by the members and unless so fixed at any other number shall be two.

17. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, 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 calling a general meeting.
18. The directors may appoint one of their number to be the chair of the board of directors and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he or she is present. If there is no director holding that office, or if the 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 one of their number to be chair of the meeting.
19. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
20. The directors may hold meetings by telephone or by using any televisual or other electronic or virtual method agreed by resolution of the directors in which all participants may communicate simultaneously with all other participants.
21. The directors may take a unanimous decision without holding a directors' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each director or to which each director has otherwise indicated agreement in writing.
22. Subject to Article 24, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of the company.
23. Subject to Article 24, a director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
24. The company may by ordinary resolution authorise a director to be in a position of conflict of interest and suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from being counted in the quorum or voting at a meeting of directors or of a committee of directors.
25. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he or she is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.
26. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and his or her ruling in relation to any director other than himself or herself shall be final and conclusive.

Secretary

27. A Secretary may, unless appointed by the members in accordance with the procedure for appointing directors, be appointed by the directors for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. A Secretary appointed by the members may be removed only by them following the procedural for removal of directors.
28. The Secretary shall not be remunerated if he or she is a trustee of the Charity unless permitted under the constitution of the Charity or the Charities Act 2011 (or any statutory modification or re-enactment thereof), but shall be entitled to reimbursement of expenses to the same extent that the directors are entitled.
29. If there is no Secretary:
 - 29.1 anything authorised or required to be given or sent to, or served on, the company by being sent to its Secretary may be given or sent to, or served on, the company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and
 - 29.2 anything else required or authorised to be done by or to the Secretary of the company may be done by or to a director, or a person authorised generally or specifically in that behalf by the directors.

Minutes

30. The directors shall cause minutes to be made in books kept for the purpose:
 - 30.1. of all appointments of officers made by the directors; and
 - 30.2. of all proceedings at meetings of the company and of the directors, and of committees of directors, including the names of the directors present at each such meeting; and the directors shall cause all written resolutions of the members and of the directors to be kept in such books.

Accounts

31. Accounts shall be prepared in accordance with the Companies Acts.

Notices

32. Subject to the provisions of the Companies Acts and these Articles any notice to be given to or by any person pursuant to the articles shall be in writing or shall be given using electronic means to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the directors need not be in writing.
33. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his, her or its registered address or by leaving it at that address or by electronic means to an address provided for that purpose.
34. A member present in person or by proxy at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
35. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a document sent by electronic means has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is provided, be deemed to be given 48 hours after the envelope containing

it was posted or in the case of a notice sent by electronic means, 48 hours after the time it was sent.

Distributions to members out of available profits or on a winding up

36. If the company is wound up all remaining assets of the company after paying the debts of the company and the costs of winding up shall be paid to the Charity as a member, save that no person shall at any time be beneficially entitled to participate in the divisible profits of the company or to a share of any net assets of the company available for distribution on its winding up other than a charity or a company wholly owned by a charity.

Indemnity

37. Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Liability of members

38. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.