

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**Please do not  
write in  
this margin

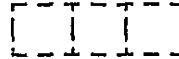
Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering\* insert full  
name of Company† delete as  
appropriate

To the Registrar of Companies

For official use

For official use



2438525

Name of company

\* The Open School Trust

I, Fiona Elizabeth Middleton

of 61 Charterhouse Street

London EC1M 6HA

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company in the statement delivered to the registrar under  
section 10(2)]† and that all the requirements of the above Act in respect of the registration of the above  
company and of matters precedent and incidental to it have been complied with,

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

Declared at St. Simon Hill  
London EC1A 2AL

Declarant to sign below

the 19th day of October

One thousand nine hundred and Eighty Nine

before me Andrew Roberts

Fiona E Middleton

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Presentor's name address and  
reference (if any):

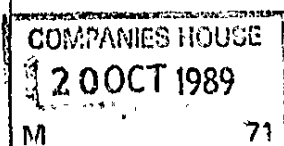
Bates, Wells &  
Braithwaite  
61 Charterhouse Street  
London EC1M 6HA

Ref: STL FEM 7416.1

For official Use

New Companies Section

Post room



**Declaration on application for the registration of a company exempt from the requirement to use the word “limited” or its Welsh equivalent**

**30(5)(a)**

Please do not  
write in  
this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

**Please complete legibly, preferably in black type, or bold block lettering.**

For official use

Company number

T	-	T	-	T	-
L	-	L	-	L	-

\_\_\_\_\_

Name of company

### Note

**This declaration  
should accompany  
the application for  
the registration of  
the company**

\* The Open School Trust

1, Fiona Elizabeth Middleton

of 61 Charterhouse Street

London EC1M 6HA

a [Solicitor engaged in the formation of the above-named company][person named as director or secretary of the above company in the statement delivered under section 10 of the above Act] I do

solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

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

Declared at G Sra- Hill  
Under ECIA 2AL

Declarant to sign below

the 19<sup>th</sup> day of Oct.

One thousand nine hundred and Eighty Nine

before me Arlos R. St.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name address and reference (if any):

Bates, Wells &  
Braithwaite  
61 Charterhouse Street  
London EC1M 6HA

Ref: STL FEM 7416.1

For official Use

## New Companies Section

**Post room**

G

COMPANIES FORM No. 10

10

**Statement of first directors  
and secretary and intended  
situation of registered office**

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

\* insert full name  
of company

* The Open School Trust
-------------------------

The intended situation of the registered office of the company on incorporation is as stated below

18 VICTORIA PARK SQUARE	Postcode	E2 9PF
BETHNAL GREEN		
LONDON		

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X
---

Bates Wells & Braithwaite	Postcode	EC1M 6HA
61 Charterhouse Street		
London		

Number of continuation sheets attached (see note 1)

1
---

Presentor's name address and  
reference (if any):

Bates Wells &  
Braithwaite  
61 Charterhouse Street  
London EC1M 6HA

Ref: STL FEM 7416.1

For official Use  
General Section

Post room

COMPANIES HOUSE
20 OCT 1989
M 71

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) <u>Len Clive TAYLOR</u>		Business occupation <u>Retired</u>
Previous name(s) (note 3) <u>-</u>		Nationality <u>British</u>
Address (note 4) <u>43, The Drive</u> <u>Sevenoaks</u> <u>Kent</u>		Date of birth (where applicable) (note 6)
Postcode <u>TN13 3AD</u>		
Other directorships † <u>Bernstein Trusts, Sevenoaks School,</u> <u>Repton School, National Extension College,</u> <u>Anglo-Portuguese Foundation</u>		
I consent to act as director of the company named on page 1		
Signature <u>Len Clive Taylor</u>		Date <u>15<sup>th</sup> October 1989</u>

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) <u>Michael Dundas Young</u>		Business occupation <u>SOCIOLOGIST</u>
Previous name(s) (note 3) <u>-</u>		Nationality <u>British</u>
Address (note 4) <u>18 Victoria Park Square</u> <u>E2 9PF</u>		Date of birth (where applicable) (note 6) <u>9</u>
Postcode		
Other directorships † <u>Dartford Hall Trust, Elm Grove Trust, National</u> <u>Extension College, Open College of the Arts, Mental Health Centre</u> <u>(See continuation sheet)</u>		
I consent to act as director of the company named on page 1		
Signature <u>Michael Young</u>		Date <u>17/October 1989</u>

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Postcode		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

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write in  
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## COMPANIES FORM No. 10 (cont.)

### Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 1  
to Form No. 10

Company number

Name of company

\* insert full name  
of company

* The Open School Trust
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Particulars of other directors (continued)

Name (note 3)		Business Occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
I consent to act as director of the company named above (notes 9 and 10)		
Signature		Date

Particulars of other directorships

Directorships of Michael Dunlop Young - continued from page 2

Advisory Centre for Education Limited  
Arts and Crafts Educational Trust Limited  
Centre for Electoral Choice Limited  
Dartington Action Research Trust  
Dartington Enterprise Centre (Bradworthy) Limited  
Dartington Hall Corporation  
Dartington Hall Limited  
Demos Limited  
International Extention College Limited  
Lambeth OK Services Stations Limited  
Mutual Aid Centre Managing Agency  
Mutual Aid Workshops (Lambeth) Limited  
New Society Limited  
The Dartington Bristol Trust  
The Dartington Hall Trust Corporation Limited  
The Dartington North Devon Trust  
The Tawney Society Limited  
Victoria Park Publications

Past Directorships held within the last five years

Dartington Agricultural Engineering Co Ltd	(resigned 86)
Dartington & Co Group plc	(resigned 85)
Dartington & Co Ltd	
Staverton Joinery Ltd	



COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

THE OPEN SCHOOL TRUST

Bates, Wells & Braithwaite  
61 Charterhouse Street  
London EC1M 6HA

Ref: STL FEM 7416.1

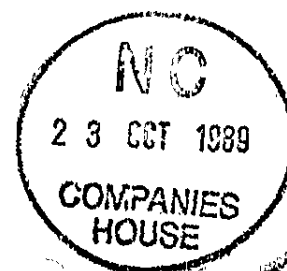
COMPANIES HOUSE  
20 OCT 1989

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2438525.



THE COMPANIES ACTS 1985

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

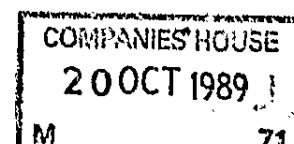
of

THE OPEN SCHOOL TRUST

1. The name of the Company (hereinafter called "the Trust") is THE OPEN SCHOOL TRUST
2. The registered office of the Trust will be situated in England.
- 3.1 The objects for which the Trust is established are to promote education for the benefit of the public in particular (but without prejudice to the generality of the foregoing) among children and young people of school age and teachers parents and others involved in their education.
- 3.2 In furtherance of the objects but not further or otherwise the Trust shall have the following powers:-
  - (a) to organise or assist in the organisation of courses of study, seminars and other educational activities;
  - (b) To publish books, pamphlets, reports, leaflets, journals, films, tapes and other educational material;
  - (c) To purchase or otherwise acquire or found and to carry on educational centres;
  - (d) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be necessary for any of the purposes of the Trust;
  - (e) subject to such consents as may be required by law to sell lease mortgage exchange dispose of or otherwise deal with and turn to account all or any part of the property of the Trust with a view to the promotion of its objects;

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- (f) To raise funds and to invite and receive contributions from any person or persons whatever by way of subscription, donation and otherwise, provided that the Trust shall not undertake any permanent trading activities in raising funds for its charitable objects;
- (g) To carry on trade insofar as either the trade is exercised in the course of the actual carrying out of an object of the Trust or the trade is temporary and ancillary to the carrying out of the objects aforesaid;
- (h) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not);
- (i) To establish and support or aid in the establishment and support or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects;
- (j) To undertake and execute any charitable trusts which may lawfully be undertaken by the Trust and may be necessary to its objects;
- (k) To invest the moneys of the Trust not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit;
- (l) To engage or employ such persons (whether as employees consultants advisers or however) as may be requisite to the promotion of the objects of the Trust and on such reasonable terms and at such reasonable remuneration as the Trust may think fit;
- (m) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
- (n) To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Trust;

- (o) To draw accept endorse issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferrable or mercantile instruments for the purpose of or in connection with the objects of the Trust;
- (p) To establish promote or assist charitable companies with objects similar to those of the Trust for the acquisition of the property or liabilities of the Trust or to carry on any authorised activity of the Trust or for any other charitable purpose calculated to benefit the Trust in the furtherance of its objects;
- (q) To amalgamate merge or join in with any charity having charitable objects wholly or in part similar to those of this Trust for the purposes of better effectuating the charitable purposes;
- (r) To purchase acquire or undertake all or any of the property liabilities and engagements of charitable associations societies or bodies with which the Trust may co-operate or federate;
- (s) To pay out of the funds of the Trust the costs of forming and registering the Trust;
- (t) To do all such other lawful things as shall further the attainment of the above objects or any of them;

PROVIDED THAT:

- (i) If the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in the manner allowed by law, having regard to such trusts.
- (ii) The Trust objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) If the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without any authority, approval or consent as may be required by law, and as regards any such property the Council of Management of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts,

neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Council of Management would have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Council of Management but as regards any such property they shall be subject jointly and separately to such control or authority as if the Council of Management were not incorporated.

4. The income and property of the Trust from whatever source derived, shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way of profit to the Members of the Trust (and no member of its Council of Management shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust).

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Trust:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a member of its Council of Management) for any services rendered to the Trust;
- (b) of interest on money lent by any member of the Trust (or of its Council of Management) at a reasonable and proper rate;
- (c) of any reasonable and proper rent for premises demised or let by any member of the Trust (or of its Council of Management);
- (d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Council of Management may be a member holding not more than 1/100th part of the capital of the company and
- (e) to any member of its Council of Management of reasonable and proper out-of-pocket expenses.

5. The liability of the members is limited.

6. Every Member of the Trust undertakes to contribute to the assets of the Trust if it is wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Trust contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributaries among themselves such amount as may be required not exceeding £1.
7. If upon the winding-up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which and if and so far as effect cannot be given to such provision, then to such other charitable object as the Council of Management shall resolve upon.

We the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

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NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

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Guarantee

1. Signature *MD Young*  
Name MICHAEL DUNLOP YOUNG £1  
Address 18 Victoria Park Square  
London E2 9PF  
Date 1 August 1989

WITNESS to the above signature

Signature *Susan Chisholm*  
Name SUSAN CHISHOLM  
Address 14 RADING ROAD  
LONDON E5 0DW  
Occupation Secretary

2. Signature *Clive Taylor*  
Name Len Clive TAYLOR £1  
Address 22, Conway St.  
London W1P 5HP  
Date 1st August 1989

WITNESS to the above signature

Signature *Sasha Young*  
Name Sasha Young  
Address 67, Gibson Square  
London N1 0RA  
Occupation Editor

---

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

OF

THE OPEN SCHOOL TRUST

Interpretation

1. In these Articles and the Memorandum of Association:-

"the Trust" means THE OPEN SCHOOL TRUST

"the Council of Management" means and "the Council Members" shall be the equivalent of and shall fulfil the functions of, respectively, the board and the directors of the Trust, as defined in the Act.

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the Articles" means the Articles of the Trust.

"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.

"executed" includes any mode of execution.

"office" means the registered office of the Trust.

"the seal" means the common seal of the Trust.

"Secretary" means the Secretary of the Trust or any other person appointed to perform the duties of the Secretary of the Trust, including a joint, assistant or deputy Secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Trust.

### Members

2. The subscribers to the Memorandum of Association of the Trust and such other persons as are admitted to membership in accordance with the Articles shall be members of the Trust. Subject to Article 4 every person who wishes to become a member shall deliver to the Trust an application for membership in such form as the Council of Management require executed by him.
3. The Council of Management may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing. The Council of Management may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.
4. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. Subject to the Council of Management's right to decline to accept any person as a member, the unincorporated association or body shall be able to replace the member who is its representative with another person by notice in writing to the Trust without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
5. The Council of Management may admit to honorary membership such persons and subject to such rights and obligations as it shall think fit. Such honorary members shall not be members for the purposes of the Articles or the Act. The Council of Management may not bestow upon any honorary member the right to vote on any matter.
6. Subject to Article 4, membership shall not be transferrable and shall cease on death. A member shall cease to be a member:-
  - (a) on the expiry of at least seven clear days' notice given by him to the Trust of his intention to withdraw;
  - (b) if any subscription or other sum payable by the member to the Trust is not paid on the due date and remains unpaid seven days after notice served on the member by the Trust informing him that he will be removed from membership if it is not paid. The Council

Members may re-admit to membership any person removed from membership on this ground on his paying such sum in respect of the sum due as the Trust may determine;

- (c) if he becomes bankrupt or makes any arrangement or composition with his creditors generally or it goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding up; or
- (d) if, at a meeting of the Council of Management at which not less than half of the Council Members are present, a resolution is passed resolving that the member be expelled. Such a resolution shall not be passed unless the member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion and has been afforded a reasonable opportunity of being heard by or of making written representations to the Council of Management. If such a resolution as is referred to in this paragraph is passed, then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to the Trust any subscription or other sum owed by him.

7. The Council of Management may in its discretion levy subscriptions on all members of the Trust at such rate(s) as it shall determine and may levy subscriptions at different rates on different categories of members.

Patron

8. (a) The Council Members may appoint and remove any person as a patron of the Trust and on such terms as they shall think fit.
- (b) A patron shall have the right to attend and speak (but not vote) at any general meeting of the Trust and to be given notice thereof as if a member and shall also have the right to receive accounts of the Trust when available to members.

General meetings

9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The Council Members may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Council Members to call a general meeting, any Council Member or any member of the Trust may call a general meeting.

Notice of general meetings

11. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Council Member shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed-
  - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and any patron and to the Council Members and auditors.

Proceedings at general meetings

12. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, or ten percent of

the total membership, whichever is the greater, shall be a quorum.

13. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council Members may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
14. The chairman, if any, of the Council of Management or in his absence some other Council Member nominated by the Council Members shall preside as chairman of the meeting, but if neither the chairman nor such other Council Member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be chairman and, if there is only one Council Member present and willing to act, he shall be chairman.
15. If no Council Member is willing to act as chairman, or if no Council Member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall chose one of their number to be chairman.
16. A Council Member shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
17. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
18. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provision of the Act, a poll may be demanded:-

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting:

and a demand by a person as proxy for a member shall be the same as a demand by the member.

- 19. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 20. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 21. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 23. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

24. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
25. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.
26. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of members

27. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
28. No member may vote on any matter in which he is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting such permission to be given or withheld without discussion.
29. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Trust have been paid.
30. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council Members of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the

Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

31. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

32. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Council Members may approve):-

" THE OPEN SCHOOL TRUST

I/We,

of

being a member/members of the above named Company,

hereby appoint

of

or failing him,

of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on 19 , and at any adjournment thereof.

Signed on

19 ."

33. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council Members may approve)-

" THE OPEN SCHOOL TRUST

I/We,

of

being a member/members of the above named Company,

hereby appoint

of

or failing him,

of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on 19 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \*for \*against  
Resolution No 2 \*for \*against  
\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on 19 ."

34. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council Members may:-

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Council Member;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

35. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.

36. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### Number of Council Members

37. The minimum number of Council Members shall be three but unless otherwise determined by ordinary resolution there shall be no maximum.

#### Powers of Council Members

38. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Trust shall be managed by the Council Members who may exercise all the powers of the Trust. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council Members which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council Members by these Articles and a meeting of Council Members at which a quorum is present may exercise all powers exercisable by the Council Members.

39. The Council Members may, by power of attorney or otherwise, appoint any person to be the agent of the Trust for such purposes and on such conditions as they determine.

#### Delegation of Council Members' powers

40. (a) The Council of Management may delegate any of its powers or the implementation of any of its resolutions to any committee.
- (b) The composition of any such committee shall be entirely in the discretion of the Council of Management and may comprise such of their number and such other persons as the resolution may specify provided that the number of persons who are not Council Members shall not exceed the minority of the quorum of any such committee.
- (c) The deliberations of any such committee shall be reported regularly to the Council of Management and any resolution passed or

decision taken by any such committee shall be reported forthwith to the Council of Management and for that purpose every committee shall appoint a secretary.

- (d) All delegations under this article shall be revocable at any time.
- (e) The Council of Management may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.
- (f) For the avoidance of doubt the Council of Management may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit.

41. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Council of Management so far as the same are applicable and are not superseded by any regulations made by the Council of Management.

42. Subject to any regulations or conditions the Council of Management may impose, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Council Members so far as they are capable of applying.

#### Appointment and retirement of Council Members

43. At the first annual general meeting all the Council Members shall retire from office, and at every subsequent annual general meeting one-third of the Council Members who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office: but, if there is only one Council Member who is subject to retirement by rotation, he shall retire.

44. Subject to the provisions of the Act, the Council Members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Council Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

45. If the Trust, at the meeting at which a Council Member retires by rotation, does not fill the vacancy the retiring Council Member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Council Member is put to the meeting and lost.
46. No person other than a Council Member retiring by rotation shall be appointed or reappointed a Council Member at any general meeting unless:-
- (a) he is recommended by the Council Members; or
  - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Trust of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Trust's register of Council Members together with notice executed by that person of his willingness to be appointed or reappointed.
47. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Council Member retiring by rotation at the meeting) who is recommended by the Council Members for appointment or reappointment as a Council Member at the meeting or in respect of whom notice has been duly given to the Trust of the intention to propose him at the meeting for appointment or reappointment as a Council Member. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Trust's register of Council Members.
48. Subject as aforesaid, the Trust may by ordinary resolution appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member and may also determine the rotation in which any additional Council Members are to retire.
49. The Council Members may appoint a person who is willing to act to be a Council Member, either to fill a vacancy or as an additional Council Member, provided that the appointment does not cause the number of Council Members to exceed any number fixed

by or in accordance with the Articles as the maximum number of Council Members. A Council Member so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Council Members who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

50. Subject as aforesaid, a Council Member who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

#### Disqualification and removal of Council Members

51. The office of a Council Member shall be vacated if:-
- (a) he ceases to be a Council Member by virtue of any provision of the Act or he becomes prohibited by law from being a Council Member; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he is, or may be, suffering from mental disorder and either:-
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (d) he resigns his office by notice to the Trust.

#### Council Members expenses

52. The Council Members may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance

at meetings of Council Members or committees of Council Members or general meetings or separate meetings of the holders of debentures of the Trust or otherwise in connection with the discharge of their duties.

Proceedings of Council Members

53. Subject to the provisions of the Articles, the Council Members may regulate their proceedings as they think fit. Two Council Members may, and the Secretary at the request of two Council Members shall, call a meeting of the Council Members. Notice of every meeting of the Council of Management stating the general particulars of all business to be considered at such meeting shall be sent by post to each Council Member at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting to a Council Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
54. The quorum for the transaction of the business of the Council Members shall be two or one third of the Council Members whichever is the greater.
55. The continuing Council Members or a sole continuing Council Member may act notwithstanding any vacancies in their number but if and so long as the number of Council Members is less than the number fixed as a quorum the Council Members may act for the purpose of increasing the of Council Members to that number or of summoning a general meeting of the Trust but for no other purpose.
56. The Council Members may appoint one of their number to be the chairman of the Council of Management and may at any time remove him from that office. Unless he is unwilling to do so, the Council Member so appointed shall preside at every meeting of Council Members at which he is present. But if there is no Council Member holding that office, or if the Council Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be chairman of the meeting.

57. All acts done by a meeting of Council Members, or of a committee of Council Members, or by a person acting as a Council Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member 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 Council Member and had been entitled to vote.
58. A resolution in writing signed by all the Council Members entitled to receive notice of a meeting of Council Members or of a committee of Council Members shall be as valid and effectual as if it had been passed at a meeting of Council Members or (as the case may be) a committee of Council Members duly convened and held and may consist of several documents in the like form each signed by one or more Council Members.

#### Secretary

59. Subject to the provisions of the Act and to Clause 4 of the Memorandum of Association, the Secretary shall be appointed by the Council Members for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### Regulations

60. The Council of Management shall have power from time to time to make repeal or alter regulations as to the management of the Trust and the affairs thereof as to the duties of any officers or servants of the Trust and as to the conduct of business by the Council of Management or any committee and as to any of the matters or things within the powers or under the control of the Council of Management provided that the same shall not be inconsistent with the Memorandum of Association or these Articles.

#### Minutes

61. The Council Members shall cause minutes to be made in books kept for the purpose:-
- (a) of all appointments of officers made by the Council Members; and
  - (b) of all proceedings at meetings of the Trust and of the Council Members, and of committees of Council Members, including the names of the Council Members present at each such meeting;

and any such minute, if purported to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall, as against any member or Council Member of the Trust, be sufficient evidence of the proceedings.

#### The seal

62. The seal shall only be used by the authority of the Council Members or of a committee of Council Members authorised by the Council Members. The Council Members may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Council Member and by the Secretary or by a second Council Member.

#### Accounts

63. The Trust may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Trust may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.

#### Notices

64. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council Members need not be in writing.
65. The Trust 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 registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Trust an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Trust.
66. A member present, either in person or by proxy, at any meeting of the Trust shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
67. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be

conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

#### Indemnity

68. Subject to the provisions of the Act but without prejudice to any indemnity to which a Council Member may otherwise be entitled, every Council Member or other officer or auditor of the Trust shall be indemnified out of the assets of the Trust 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 Trust, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

#### Winding-up

69. The provisions of clauses 6 and 7 of the Memorandum of Association relating to the winding-up or dissolution of the company shall have effect and be observed as if the same were repeated in these Articles.

WITNESS to the above signature

2. Signature *Len Taylor*

Name *Len Clive TAYLOR*

Address *22, Conway St*  
*London W1P 5HP*

Date *1st August 1989*

WITNESS to the above signature

Signature *Sasha Young*

Name *Sasha Young*

Address *67 Gibson Square*  
*London N1 0RA*

Occupation *Editor*

**FILE COPY**



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

No. 2438525

I hereby certify that

**THE OPEN SCHOOL TRUST**

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

Given under my hand at the Companies Registration Office,  
Cardiff the 1 NOVEMBER 1989

*M. Rose*  
M. ROSE

an authorised officer