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THE COMPANIES ACT 1985
MEMORANDUM OF ASSOCIATION
of
NOTTINGHAM HIGH SCHOOL

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| Name | 1 | The name of the Company ("Company") is Nottingham High School |
| Registered Office | 2. | The registered office of the Company shall be in England |
| Object | 3 | The object for which the Company is established is to advance education and training, by the provision and conduct of a primary and secondary school for boys , in or near the City of Nottingham |
| Powers | 4 | For the purpose of attaining the above-mentioned object but not further or otherwise the Company shall have the powers set out in the APPENDIX to this Memorandum which are hereby incorporated and form part of this Memorandum. |
| Income and Property to be Applied to Objects | 5 | The income and property of the Company obtained from any source shall be applied solely towards the promotion of its objects as described in this Memorandum of Association and no part of it shall be paid or transferred, directly or indirectly by way of dividend, bonus or in any other way by way of profit, to members of the Company and no Governor shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Company except as authorised by this Memorandum. |
| PROVIDED THAT the Company may make payment in good faith of: | | |
| Payment of Employees etc | 5.1 | reasonable and proper remuneration and benefits to any officer or servant of the Company (not being a member of the Board of Governors of the Company) for any services actually rendered to the Company, and/or |
| Interest on Loans by Members | 5 2 | interest on money lent by any member of the Company or of its Board of Governors at a rate per annum not exceeding 2% over the base rate prescribed for the time being by National Westminster Bank plc, or 3% whichever is the greater; and/or |

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Rent for Property Let by Members	5 3	reasonable and proper rent or other payment for premises demised, let or licensed to the Company by any member of the Company or any member of the Board of Governors, and/or
Fees etc to a Company in which a Governor has an Interest	5 4	fees, remuneration or other benefit in money or money's worth to a company of which a Governor is a member holding not more than 1% of the capital thereof and such member shall not be bound to account for any share of profits he may receive in respect of any such payment, and/or
Reasonable Expenses	5 5	reasonable out-of-pocket expenses incurred by any Governor in connection with the performance of his duties as Governor; and/or
Indemnity Insurance	5.6	the payment of any premium in respect of indemnity insurance as referred to in Clause 22 of the Appendix to this Memorandum.
Limited Liability	6	The liability of the members is limited
Contribution on Winding-Up	7	Every member of the Company undertakes to contribute -
	7.1	to the assets of the Company, in the event of its being wound up while he is a member, or within one year after he ceases to be a member,
	7.2	to payment of debts and liabilities of the Company contracted before he ceased to be a member, and of the costs, charges and expenses of winding-up, and
	7 3	to the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding ten pounds (£10).
Cy-Pris	8	If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Company
Accounts	9	Proper accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods or services by the Company and of the property, assets and liabilities of the Company, and, such accounts shall be open at all reasonable times to the inspection of the Members

Once at least in every year the accounts of the Company shall be examined and the truth and fairness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors as defined by the Companies Act 1985

Amendments to the
Memorandum

- 10 No addition alteration or amendment to which s64 of the Charities Act 1993 applies shall be made to or in the provisions of the Memorandum of Association for the time being in force unless the same shall first have been submitted to and approved by the Charity Commissioners for England and Wales and no addition alteration or amendment shall be made to or in the provisions of such Memorandum which would cause the Company to cease to be a charity at law

**APPENDIX TO THE MEMORANDUM OF ASSOCIATION
(Powers of the Company)**

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| Acquisition | 1 | Subject to such consents as shall be required by law, the power to purchase, take on lease, or in exchange, hire or otherwise acquire any property (whether real or personal and whether in the United Kingdom or elsewhere) and any rights or privileges the acquisition of which the Company may think necessary or convenient for any of the purposes of the Company, including but not restricted to the power to acquire property, rights, privileges and associated liabilities of Nottingham High School |
| Pursuing the School's Object | 2 | The power to carry on the School in pursuance of the Object under the name of Nottingham High School or such other name as the Governors shall decide from time to time and the power in the absolute discretion of the Governors also to promote education and training |
| Scholarships, Exhibitions Prizes & Awards | 3 | The power at the absolute discretion of the Governors and on such terms as they see fit |
| | (a) | To institute, establish, contribute towards and administer scholarships, exhibitions, bursaries, grants, awards and other benefactions tenable at the School to pupils selected on grounds of merit or considered worthy of suitable reward or mark of distinction. |
| Bursaries & Allowances | (b) | To provide allowances for pupils in financial need to enable them to attend the School and/or to enable them to participate in ex-curricular activities undertaken for educational and to make such other allowances as the Governors shall in their absolute discretion consider appropriate to members of the staff or to other persons for the education of their children at the School |
| Leaving Exhibitions | (c) | During or at the end of any School year to award Leaving Exhibitions to pupils leaving the School in that year and tenable at any university or other institution of higher or further education (including professional or technical education) approved by the Governors or for the purpose of enabling the exhibitioner to pursue a course of study approved by them or on ceasing to attend an educational establishment, to prepare for, or enter, employment or other work or calling. |
| Additions and Alterations to Buildings | 4 | The power to construct, maintain, add to, improve furnish, equip and alter any building or erection necessary for the work of the Company |
| Facilities | 5 | The power to provide a School or Schools, class rooms, offices, board, lodgings and other facilities for pupils, teachers, and others instructed or employed by the Company, including facilities for study, research, recreation sports and also performance of artistic and cultural activities of every description. |
| Disposal of Assets | 6 | The power (subject to the Charities Act 1993 and in particular to Part V) to sell, lease, mortgage, turn to account, manage and improve all or any of the property or assets of the Company subject to such terms and conditions as may be thought expedient and to exercise any rights privileges or advantages, easements or other benefits attached to such property or assets and to undertake, maintain, execute and do all such lawful acts, matters and things as the Company may be obliged or required or ought to do as the owner of such property or assets |

Trading Company	6.2	The power, in exchange for full value consideration and subject to Part V of the Charities Act 1993, to grant licences or make any disposition of the property or assets of the Company to a trading company formed and operated for a purpose (inter alia) of benefiting the Company. It shall be a condition of any such licence or disposition that the trading company shall by some tax effective means (currently by Gift Aid) transfer all its profit of a capital and income nature in favour of the Company and that no licence or disposition shall be of such a nature or scope as to make improper or excessive use of the property or other assets of the Company for non-charitable purposes
Procurement of Funds	7	The power to procure, obtain, collect and receive money and funds by way of fees, contributions, donations, subscriptions, legacies, grants, licence fees, appeals for funds or any other lawful method, and to accept and receive any gifts or property of any description, whether subject to any special trust or not. Provided always that any moneys so received by the Company shall be used or applied by the Company for or towards its charitable objects
Acting as Trustee	8	The power to act as trustee and to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be necessary for the attainment of its objects, and to perform any services in furtherance of the objects of the Company, gratuitously or otherwise and to hold on separate trusts and not as part of the corporate property of the Company any land or funds previously held by the Governors of the School or any other legal person on behalf of the School and found by the Commissioners or the court to have been permanent endowment land or funds
Publicity	9	The power to adopt such means of publicising the Company and its objects and activities as may seem expedient, and in particular by advertising in any media, and by granting prizes, awards and donations
Employment	10	<p>The power:</p> <p>(a) to employ a Head (by whatever title known) to carry on the day-to-day work of the School comprised within the Company from time to time and to manage the Company's property or any part thereof subject always to the control and supervision of the Board of Governors, and</p> <p>(b) to employ such officials, teaching staff and non-teaching staff as and upon such terms as the Board of Governors thinks fit, and</p> <p>(c) to decide and to fix salaries (subject always to Clause 5 of this Memorandum) as the Board of Governors may deem proper and to enter into any service agreements which they shall consider necessary or desirable, and</p> <p>(d) to terminate any such employment upon such terms as the Board of Governors may decide</p>
Methods of Raising Income	11.	The power to take such steps by personal or written appeals, public meetings, film shows, sales of booklets and advertising matter, or otherwise, as may from time to time be deemed expedient for procuring contributions or donations or income to enable the Company to carry out any of its objects which may require such assistance
Borrowing	12	Subject to such consents as may be required by law, the power to borrow and raise money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) the discharge by the Company or any other person of any obligation or liability, or raise money for the purposes of the Company on such terms and in such manner as the Board of

Governors may think fit

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| Advancing Money and Credit | 13. | The power to lend and advance money or give credit on any terms and with or without security to any person, firm or company, including a trading company formed and operated in accordance with clause 6.2 of this Appendix, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company |
| Subscriptions and Guarantees | 14 | The power to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects |
| Donation | 15 | The power to make any charitable donation either in cash or assets for the furtherance of the objects of the Company |
| Investment | 16 | The power to invest the moneys of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may be imposed or required by law |
| Conversion | 17 | The power to convert capital into income and to use the same for the general purposes of the charity subject always to prior authorisation of the Charity Commission in a case of property or funds (if any) which are permanent endowment |
| Alliances | 18 | The power to establish, support, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to any other educational association, society or other body, corporate or unincorporated, established for charitable purposes only |
| Amalgamation | 19 | The power to amalgamate, federate, affiliate, co-operate or combine wholly or in part with or to any charitable institutions, societies or companies formed for objects similar to those of the Company, such institutions, societies or companies being prohibited from distributing profits and assets among their members to at least the extent imposed by this Memorandum upon the Company |
| Transfer of Assets | 20 | The power to transfer or make over with or without valuable consideration any part of the property or assets of the Company not required for the purposes for which it is formed to any body having charitable purposes or a charitable purpose as its objects or object, provided that such body is by its constitution prohibited from distributing its profits or assets among its members to at least the extent imposed by this Memorandum upon the Company and subject in all respects to the provisions of the <i>Charities Act 1993</i> and any amendment or re-enactment thereof. |
| Pensions and Superannuation | 21 | The power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows or widowers and other dependants. |
| Indemnity Insurance for Employees | 22 | The power to insure at the expense of the Company and arrange insurance cover for and to indemnify its officers, staff, voluntary workers and members from and against all such risks incurred in the course of their duties as may be thought fit and in relation to the Board of Governors (or any of them) so far as is permitted by Clause 24 of this Appendix |
| Governors' Indemnity Insurance | 23 | The power to provide indemnity insurance to cover the liability of the Board of Governors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of |

- duty of which they may be guilty in relation to the Company PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Board of Governors (or any of them) knew to be a breach of trust or breach of duty, or which was committed by the Board of Governors (or any of them) in reckless disregard of whether it was in breach of trust or breach of duty or not
- Insurance of Company Property 24 The power to insure the Company and the Company's property against such risks as the Board of Governors shall consider it prudent or necessary to insure against
- Enactment 25 The power to make bye-laws, rules and regulations with regard to the affairs or the management of the Company Provided that nothing in such bye-laws rules or regulations shall be inconsistent with any provision in these Articles and Memorandum of Association which in the case of any inconsistency shall take precedence
- Formation Costs 26 The power to pay out of the funds of the Company all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company
- Additional Powers 27 The power to do all such other lawful things as are necessary for the attainment of the above objects or any of them
- PROVIDED THAT:
- Employees etc (a) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
- Trust Property (b) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with the same in such manner as allowed by law having regard to such trusts
- Charitable Property (c) In case the Company shall hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Company shall not sell, mortgage, charge, or lease such property without such authority, approval or consent as may be required by law

Nottingham High School
Memorandum of Association

In this Memorandum "the Board of Governors" shall mean the persons appointed as such under the Articles of Association to have the general control and management of the administration of the Company. Headings, sub-headings and format lines are for ease of reading and do not form part of the Memorandum

WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association

NAMES & ADDRESSES OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
[List the full name and residential address of each of the subscribers]	[Signature of each of the subscribers]

RICHARD FRANK LEMAN
OLD BRIDGE HOUSE
BOAT LANE
HOLDENBATH
NG7 7S
NG14 7JP



Date 23rd August 2002 [Date]

Witness to the above signatures

ANTHONY BLAIR PALMERMAN
6, GILFILLAN ROAD
RADCLIFFE ON TRENT
NOTTINGHAM NG12 1AL



[Name address and occupation of witness]

[Signature of witness]

Nottingham High School
Memorandum of Association

NAMES & ADDRESSES OF SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

[List the full name and residential address of each of the subscribers] [Signature of each of the subscribers]

PETER WISELL MOORE
20, CARISBROKE DRIVE,
MADDELEY PARK
NOTTINGHAM
NG3 5DS

Peter Moore

Date 23rd August 2002

[Date]

Witness to the above signatures

ANTHONY GILIAN PUGHMAN

6, GRANDFIELD AVENUE

ROSLIFFE ON TRENT, NOTTINGHAM NG12 1AL

SOLICITOR.

Anthony Gilian Pughman

[Name address and occupation of witness]

[Signature of witness]

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
- OF -
NOTTINGHAM HIGH SCHOOL

Interpretation

1

In these Articles unless the context otherwise requires

The School means Nottingham High School.

Board of Governors means the persons appointed as such under these Articles to have the general control and management of the administration of the Company, and "Governors" shall be construed accordingly

Articles means these Articles of Association and the regulations of the Company from time to time in force

The Act means the Companies Act 1985.

The Charities Act means the Charities Act 1993.

Month means calendar month

Office means the registered office of the Company

Notice means notice in writing given personally or sent to the Company at its registered office or by or on behalf of the Company to any other person at his address as it appears in the Register of Members Only those for whom the Registrar of Members shows an address in the United Kingdom

shall be entitled to receive notices from the Company Any notice sent by first-class prepaid post shall be deemed to have been served within 24 hours after it was posted

Words Words in the *masculine* include the feminine genders and vice versa Words in the *singular* include the plural and vice versa.

Headings, Sub-Headings, Underlinings and Format Lines are for ease of reading and unless they form part of a phrase or sentence, do not form part of these Articles

In writing means written, printed, partly one and partly another and all other modes of representing words in visible form

The following rules of interpretation shall also apply

Modification or Re-enactment

Reference to any provisions of the Act or the Charities Act or any other statute shall be a reference to such provisions as modified or re-enacted by any statute or regulations for the time being in force

Meanings Where There Is No Inconsistency

Except as provided above, words or expressions defined in the Act or the Charities Act (subject to any statutory modification or re-enactment) in force at the date on which these Articles become binding on the Company shall bear the same meanings in these Articles unless inconsistent with the subject or context.

Table C

Except where inconsistent with these Articles (in which case these Articles shall prevail) the Regulations set out in Table C in the Companies (Tables A to F) Regulations 1985 shall apply to the Company

OBJECTS

Objects

- 2 The Company is established for the purposes and has the powers set out in the Memorandum of Association

APPOINTMENT OF MEMBERS / GOVERNORS

Members, Directors
& Governors

- 3 (a) The first Members of the Company shall be the subscribers to the Memorandum of Association their names shall be entered in the Register of Members of the Company.
- (b) The first Members shall be the Directors of the Company They shall be the charity trustees of the charity, Nottingham High School, and shall be referred to as Governors in these Articles.
- (c) Each subsequent Member shall also be appointed a Director of the Company, and the name of each subsequent Member shall be entered in the Register of Members.

Board of Governors

- 4 (a) The Board of Governors shall consist when complete of TWENTY competent persons being
- TWO ex-officio governors
- NINE nominated governors and
- ELEVEN co-opted governors
- (b) The EX-OFFICIO governors shall be.
- The Lord Lieutenant of Nottinghamshire, and
- The Lord Mayor of Nottingham
- both of whom for the time being and by virtue of their respective offices
- (c) NOMINATED governors may be appointed as follows:
- THREE by the Nottingham City Council
- TWO by the Education Committee of Nottinghamshire County Council who shall be either members of that Committee or persons otherwise having special knowledge in the sphere of education
- ONE by the University of Oxford
- ONE by the University of Cambridge
- ONE by the University of Nottingham

ONE by the Nottingham Trent University

- A nominated Governor may but need not be a member of the relevant appointing Body
- Any appointment of a nominated Governor must be made at a meeting held according to the ordinary practice of the appointing Body

- (d) Each Governor shall be a Member of the Company.
- (e) The Company may by SPECIAL RESOLUTION passed in general meeting increase or reduce the number of Governors and determine in what rotation such numbers shall go out of office
- (f) No teacher at the School or any other person employed by the Company shall be a Governor.
- (g) A person may be a Governor notwithstanding that he is the parent of a pupil who is in receipt of a scholarship, bursary or other award or benefit granted in accordance with the provisions of the Memorandum of Association of the Company
- (h) No parent or person *in loco parentis* of a pupil attending the School shall be appointed a Governor if as a result of such appointment the number of Governors who are parents of or *in loco parentis* to such pupils would exceed ONE-FIFTH of the total number of Governors for the time being

Register of Members

- 5 The provisions of Section 352 of the Act (Obligation to keep and enter up register) shall be observed by the Company and every member of the Company shall sign a written consent to become a member (in the form of an application for membership) if required.

Application for Membership

- 6 (a) No person shall be entitled to act as a Governor whether on a first or on any subsequent entry into office until after signing in the Minutes of the Governors a Declaration of Acceptance and of willingness to act in accordance with the Memorandum of Association and these Articles.
- (b) Such declaration shall include a promise on the part of each Governor to preserve the confidences of the Company and the School and of all persons connected with them and only to breach any confidence when it is necessary for legal reasons to do so and then only to the extent and by the means necessary to comply with the law
- (c) Each new Governor shall become entitled to the privileges and benefits of membership including but not limited to the right to such information and advice with regard to the activities of the Company as it or any of its

officers may reasonably be able to supply

Cessation of
Membership

- 7 A person shall cease to be a Member when he ceases to be a Governor

Remuneration of
Governor

- 8 Except as provided for in the Memorandum of Association, the Governors shall not be entitled to receive any remuneration other than travelling, hotel and other expenses properly and reasonably incurred by them in connection with the conduct of the affairs of the Company.

Removal of a
Governor

- 9 (a) The Company may by passing an ORDINARY RESOLUTION and complying with the procedures set out in ss303 and 304 of the Act remove any Governor before the end of his period of office notwithstanding anything in these Articles or any agreement between the Company and the Governor to the contrary
- (b) The removal of a Governor shall be without prejudice to and shall not affect any obligation or liability incurred by him or to which he was subject prior to his removal
- (c) Upon ceasing to be a Governor for any reason the person shall simultaneously cease to be a Member.
- (d) Any person appointed to fill a vacancy resulting from the removal of a Governor from office or to any other casual vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

Disqualification of
Governors

- 10 A Governor shall vacate office
- (a) Upon ceasing to be a Member of the Company
- (b) At the end of the term of office during which he attains the age of 70 years
- (c) Upon dying or becoming incapable of managing his affairs
- (d) Upon being declared bankrupt or making any arrangement with his creditors
- (e) Upon resignation in writing, on the expiry of at least TWO WEEKS NOTICE given by the Governor in writing to the Board of Governors Such notice may not be withdrawn without the written consent of the Board of Governors
- (f) Upon removal from office by ORDINARY RESOLUTION of the

Rotation of
Governors

Company in accordance with the preceding Article

- (g) Upon failure to declare the nature of any direct or indirect interest in Company business as required by the Act
- (h) Upon being disqualified under Section 72 of the Charities Act or ceasing to hold office by virtue of any provision of the Act.
- (i) Upon being absent from meetings of the Governors for a continuous period in excess of twelve months without the prior permission of the Governors

11 (a) The normal period of service of Governors shall be:

EX-OFFICIO Governors - while they hold their office

NOMINATED Governors - four years (save where an appointment is made to fill a casual vacancy where the term shall be the unexpired term of the appointee's predecessor)

CO-OPTED Governors - five years

- (b) A Governor who has reached the age of SEVENTY shall retire at the next Annual General Meeting unless before that meeting the Governors have resolved by a unanimous vote of those present and voting at a MEMBERS MEETING that he or she should continue in office. The same procedure shall apply with respect to each successive birthday of that Governor
- (c) The retiring Governors shall be those longest in the office since their last election or appointment
- (d) In the absence of an agreement, those of equal seniority shall be selected by lot

THE POWERS OF THE BOARD OF GOVERNORS

The General Powers
of the Board of
Governors

- 12 (a) The business of the Company shall be managed by the Board of Governors who may exercise all the powers of the Company except those which by these Articles or by the Act are required to be exercised only in General Meeting
- (b) The Board of Governors shall be entitled (but not bound) to prescribe a SCHEME OF MANAGEMENT for the management of the Company and/or the charity and/or the School in such terms as the Governors at their absolute discretion think fit but consistent always with the terms of these Articles.
- (c) The Governors shall be entitled to make rules as to the award of bursaries, scholarships, allowances, leaving exhibitions and prizes, including rules as

to their value, the method of selection of candidates and, where appropriate, the period for which the award is made and its discontinuance in the event of a holder failing to comply with the terms or intentions of the award

- (d) Any alteration in these Articles must be made by a SPECIAL RESOLUTION of the Governors in General Meeting
- (e) The Board of Governors may pay all such initial expenses of the promotion, formation, establishment and registration of the Company as they think fit
- (f) The Board of Governors may act even though there is a vacancy in their body provided that if there are fewer than NINE Governors, they may act as the Board of Governors only to
 - appoint Governors, and/or
 - call a members meeting
- (g) The Board of Governors may delegate any of their powers to committees consisting of such Governors or other persons as they think fit. The Governors shall indicate in writing to such a committee the extent and nature of the powers so delegated
- (h) Such committees shall conform to any regulations imposed by the Board of Governors.
- (i) The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Governors so far as applicable unless superseded by any subsequent decisions of or regulations made by the Board of Governors
- (j) Any committee so formed shall report all acts and proceedings to the Board of Governors as soon as is reasonably practicable

13 The Board of Governors may exercise all the powers of the Company to.

- (a) borrow money.
- (b) mortgage or charge the whole or any part of its undertaking in property (subject to the provisions of Part V of the Charities Act)
- (c) issue debentures, debenture stock and other documents, whether outright or as security for any debt, liability or obligation of the Company

MEETINGS

14. All meetings of the company are either Members meetings or Governors meetings

Meetings

meetings

ANNUAL GENERAL MEETING

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|-------------------------------------|-----|--|
| Articles Applicable | 15 | The Annual General Meeting is a Members meeting and Articles 15 to 20 and Articles 24 to 34 shall apply to each Annual General Meeting |
| Timing | 16 | An Annual General Meeting shall take place each year no more than 10 months after the end of the Company's accounting year and no more than 15 months after the last Annual General Meeting. |
| Convening an Annual General Meeting | 17. | The Annual General Meeting shall be convened by the Secretary who shall send at least TWENTY-ONE clear days notice in writing of the meeting by first class post to each Governor and all persons (including the Auditors) entitled to receive notice of it. With the consent of all Governors a meeting may be convened by such notice as the Governors think fit |
| Contents of Notice | 18 | The notice shall state the date, time and place of the meeting and the general nature of the business to be conducted |
| Omission to Give Notice | 19 | The accidental omission to give notice or the non-receipt of notice by any person entitled to receive it shall not invalidate any resolution or proceeding of the meeting |
| Business at Annual General Meeting | 20. | The business of the Annual General Meeting shall include |
| | (a) | Consideration of the accounts and any documents annexed to them |
| | (b) | Consideration of the reports of the Board of Governors and of the Auditors |
| | (c) | The election of Governors in place of those retiring and confirmation of new appointments |
| | (d) | The appointment of auditors and the fixing of their remuneration. |

Resolutions on these matters (where required) shall be by a SIMPLE MAJORITY of those attending and entitled to vote.

Extraordinary
General Meetings

EXTRAORDINARY GENERAL MEETINGS

21 (a) All Members Meetings other than Annual General Meetings are Extraordinary General Meetings

(b) An Extraordinary General Meeting:

- may be convened whenever the Board of Governors sees fit; or
- shall be convened by the Board of Governors if Governors holding not less than one-tenth of the total voting rights of all Governors make a written requisition which must be left at the Office, stating the object of the proposed meeting,

At least FOURTEEN clear days notice in writing must be given of the meeting by FIRST CLASS post to each Governor and all persons (including the Auditors) entitled to receive notice of it. If a special resolution is to be considered the notice period shall be TWENTY-ONE clear days.

Generally

MEETINGS OF THE BOARD OF GOVERNORS

23 (a) The Secretary upon the request of a Governor at any time shall by notice in writing served upon the Governors call a meeting of the Board of Governors

(b) Any Governor who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Board of Governors

(c) A Governor shall declare any interest and shall not be entitled to vote in respect of any matter in which he is interested and shall not be counted in the quorum at any meeting at which such matter is considered

(d) A quorate meeting of the Board of Governors shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Governors generally

Rules about Quorum

ALL MEETINGS

24 (a) NINE Governors shall constitute a quorum for a Meeting. A Governor shall not be counted in the quorum on any matter on which he is not entitled to vote

(b) No business shall be transacted at any Meeting unless a quorum is present

(c) If a quorum is not present within half an hour from the time appointed for a

meeting to start.

- a meeting convened on the requisition of Governors shall be dissolved
- any other meeting shall be adjourned to such other time date and place not less than SEVEN days and not more than TWENTY-EIGHT days thence as the Chairman shall appoint.
- if the adjourned meeting is inquorate half an hour after the time appointed for it to start, the Governors present shall constitute a quorum

The Chairman of a Meeting

25 The Chairman of a Meeting shall be

- (a) the Chairman of the Board of Governors; or, if he is not present within 15 minutes after the time appointed for the meeting to start or is unwilling to preside or has an interest in a matter to be decided,
- (b) a Governor chosen by the Governors present to chair the meeting.

Adjournment of a Meeting

- 26 (a) The Chairman of a Meeting may, with the consent of the meeting, or when so directed by a quorate meeting, adjourn the meeting to such other time and place within the next FOURTEEN days as the Chairman thinks fit. Note Adjournment of an inquorate meeting is regulated by Article 24
- (b) No business shall be transacted at an adjourned meeting except business which could have been transacted if that meeting had taken place
 - (c) If a Meeting is adjourned for FOURTEEN days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting save that Governors shall not be entitled to notice of the *business* to be transacted at an adjourned meeting
 - (d) If a Meeting is adjourned for less than FOURTEEN days, Governors shall not be entitled to notice of the adjourned meeting or the business to be transacted at it

Votes of Governors

- 27 (a) At any Meeting every Governor present in person and entitled to vote shall have one vote
- (b) No Governor shall be entitled to vote on any question at a Meeting unless his membership is duly registered.
 - (c) Votes may be given on a poll or a show of hands

Resolutions at a
Meeting

- 28 (a) The presence of NINE Governors shall form a quorum for all business transacted at Meetings.
- (b) Resolutions other than special resolutions put to the vote of a Meeting shall be decided on simple majority and special resolutions shall be decided on a majority of at least 75% of those present and entitled to vote
- on a show of hands, or
 - a ballot of members entitled to vote, or
- on a poll if demanded by,
- (i) the Chairman or,
 - (ii) at least FIVE Governors present in person and entitled to vote; or
 - (iii) a Governor or Governors representing not less than one tenth of the total voting rights of all the Governors entitled to vote at the meeting
- (c) If a poll is not demanded the Chairman's declaration that a resolution has or has not been carried unanimously or by a particular majority is binding. An entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. Note Written resolutions are regulated by Article 31.

Poll

- 29 (a) When a poll is demanded as described in Article 28 it shall be taken at such time and place in such a manner as the Chairman of the meeting shall direct. The result of the poll shall be deemed to be the resolution of the meeting
- (b) The demand for a poll may be withdrawn
- (c) No poll shall be demanded on the election of a Chairman or the election of a Chairman of a meeting or on any question of an adjournment.
- (d) 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 a poll has been demanded

Chairman's Second
or Casting Vote

- 30 The Chairman of the Meeting shall be entitled to a second or casting vote in the case of an equality of votes, whether on a show of hands or on a poll

Written Resolutions

- 31.(a) A resolution in writing signed by all the Governors for the time being entitled to receive notice of and attend and vote at Meetings shall for the

entitled to receive notice of and attend and vote at Meetings shall for the purpose of these Articles be as effective as if the same had been passed at a Meeting of the Company duly convened and held

- (b) Such a resolution may consist of several documents in like form, each signed by one or more persons but a resolution so signed shall not be effective to do anything for which the Act requires SPECIAL NOTICE (resolutions to remove a director under s 303 or an auditor under s 391)

Acts of the Governors

- 32 All bona fide acts done by the Governors or the Board of Governors at any meeting shall be valid even if it is discovered afterwards that there was some defect in the appointment or continuance in office of any Governor or other irregularity

Minutes

- 33 The Governors shall cause proper minutes to be made of
- (a) all appointments of officers.
- (b) proceedings of all meetings of the Company and the Board of Governors and its sub-committees
- (c) all business transacted at such meetings

Such minutes if purporting to be signed by the Chairman of such meeting or the Chairman of the next succeeding meeting shall be sufficient evidence of the facts stated therein

THE CHAIRMAN OF THE BOARD OF GOVERNORS

Appointment and
Removal

- 34 The Chairman of the Board of Governors shall be the person appointed by a simple majority by the Board of Governors to serve as Chairman. The Chairman may be removed as Chairman by the Board of Governors at any time by a simple majority of the Board of Governors.

Powers and
Responsibilities of the
Chairman

- 35 The Chairman shall have all the powers and responsibilities of the Chairman as set out in these Articles including the right (unless disqualified by reason of a personal interest) to chair each Meeting of the Company and each meeting of the Board of Governors and the right to a second and casting vote in any case of equality of votes at every such meeting. The expression "Chairman" includes the person who is at any time entitled to exercise the powers of the Chairman.

SECRETARY

Appointment &
Remuneration

- 36 The Board of Governors shall appoint and remove the Secretary. The Secretary shall not be a Governor. The Secretary shall be appointed for such time and paid such reasonable remuneration as the Board of Governors think fit. The Secretary shall attend Board of Governors meetings.

Absence of The
Secretary

- 37 An assistant or deputy Secretary may be appointed by the Governors to act in place of the Secretary in his absence.

ACCOUNTS

Accounting Records

- 38 (a) Accounting records shall be kept by the Governors in accordance with the Act and with Part VI of the Charities Act and any Statement of Recommended Practice in force from time to time at the Office or such other place or places as the Governors think fit.
- (b) The accounting records shall be open to inspection by the Governors at all reasonable times.
- (c) The Governors shall cause the accounts and all annual statements and reports to be laid before the Company in accordance with the Charities Act and the Act.
- (d) A copy of every annual statement of accounts, auditor's report and report of the Board of Governors which is to be laid before the Company at General Meeting shall be sent to every Governors and every holder of debentures of the Company at least FOURTEEN days before the meeting.

AUDIT

Appointment of
Auditors

- 39 (a) At least once in every year the Company accounts shall be independently examined by one or more properly qualified auditor or auditors as defined by the Act.
- (b) Auditors shall be appointed by the Governors at the Annual General Meeting and their duties regulated in accordance with the Act.

INVESTMENT MANAGERS

Appointment of
Investment Managers

- 40 The Board of Governors may appoint as the investment manager for the Company any person firm or company whom they are satisfied after enquiry is a proper and competent person or organisation to act in that capacity and who is either
- (a) an individual of repute with at least TEN years experience of investment management and who is an authorised person within the meaning of the

		Financial Services Act 1986, or
	(b)	a company or firm of repute which is an authorised or exempted person within the meaning of the Financial Services Act 1986 otherwise than by virtue of section 45(1)(J) of that Act as amended or re-enacted from time to time
Powers of Investment Managers	41	The Board of Governors may delegate to investment managers so appointed at the discretion of the Board of Governors the power to buy and sell investments for the Company on behalf of the Board of Governors in accordance with the investment policy laid down by the Board of Governors. The Board of Governors may do so only on terms consistent with these Articles
Delegation by the Board of Governors	42	When the Board of Governors makes any delegation under these Articles it shall
	(a)	inform the investment manager in writing of the extent of the Company's investment powers,
	(b)	lay down a detailed investment policy for the Company and immediately inform the investment manager in writing of it and of any changes to it,
	(c)	ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager,
	(d)	ensure that it is kept informed and review on a regular basis the performance of the investment portfolio managed by the investment manager under his delegated authority,
	(e)	take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority, and
	(f)	review the appointment at such intervals not exceeding TWELVE months as it thinks fit
Terms of Delegation	43	Any delegation by the Board of Governors under these Articles shall be on the terms that.
	(a)	the investment manager shall comply with the terms of his delegated authority;
	(b)	the investment manager shall not do anything which the Board of Governors do not have the power to do,
	(c)	the Board of Governors may on reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of these Articles, and

- (d) the investment manager shall report in the manner directed by the Board of Governors all sales and purchases of investments made on its behalf

Nominee

- 44 The Board of Governors may make such arrangements as they think fit for any investments by the Company or income from those investments to be held by a corporate body as the nominee of the Board of Governors. The Board of Governors may pay reasonable and proper remuneration to any corporate body acting as the Board of Governors nominee in pursuance of this clause

INDEMNITY

Indemnity of Officers

- 45 Subject to the provisions of the Act and the Charities Act every Governor, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution or the discharge of his duties.

Insurance

- 46 The Board of Governors shall have the power to purchase and maintain for any Governor such insurance as is permitted by the provisions of the APPENDIX to the Memorandum of Association of the Company

DISSOLUTION

Cy Pres

- 47 Clause 8 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles

NAMES & ADDRESSES OF SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

[List the full name and residential address of each of the subscribers] [Signature of each of the subscribers]

RICHARD FRANK LETHAN
OLD FORT HOUSE
BORN LANG
HVEDENGTAN
NOTTS
NG14 7JA



Date 23rd August 2002

[Date]

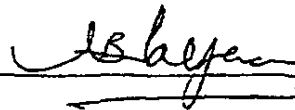
Witness to the above signatures

ANTHONY BRIAN PARSONS

6, GRANDFIELD AVENUE,

RUSCLIFFE ON TRENT,

NOTTINGHAM NG12 1AL



NAMES & ADDRESSES OF SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

[List the full name and residential address of each of the subscribers] [Signature of each of the subscribers]

PETER RUSSELL MOORE,
20, CHANTRYBURY DRIVE,
MADDERLEY PARK,
NOTTINGHAM
NG3 5DS

Peter Moore

Date 23rd August 2002 [Date]

Witness to the above signatures

Anthony Brian Parkinson

1, STAMFORD AVENUE,

BARCLIFFE ON TRENT, NOTTINGHAM NG12 1AL.

Solicitor.

[Signature]