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THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE WEST LONDON ACADEMY *

(*The name of the company was changed by special resolution
passed on 22 October 2002)

Bates, Wells & Braithwaite,
Cheapside House,
138 Cheapside,
London EC2V 6BB.



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THE WEST LONDON ACADEMY

Name

1. The Company's name is THE WEST LONDON ACADEMY (and in this document it is called "the Trust").

Registered Office

2. The Trust's registered office is to be situated in England and Wales.

Objects

3. The Trust's objects ("the Objects") are to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing maintaining carrying on, managing and developing a school offering a broad curriculum with a strong emphasis on, but in no way limited to enterprise and sport ("the Academy").

Powers

4. In furtherance of the above the Objects but not further or otherwise the Trust may exercise the following powers:-
 - 4.1 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Trust;
 - 4.2 to raise funds and to invite and receive contributions provided that in raising funds the Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - 4.3 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of pro

- 4.4 subject to clause 5.7 below to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants. Such staff shall not be governors, unless elected as a staff governor in accordance with the Trust's Articles of Association.
- 4.5 to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects;
- 4.6 to co-operate with other charities, other independent and maintained schools, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;
- 4.7 to pay out of funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust;
- 4.8 to establish maintain carry on manage and develop the Academy at Bengarth Road, Northolt, Middlesex UB5 5LQ
- 4.9 to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils;
- 4.10 to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- 4.11 to carry out research into the development and application of new techniques in education in particular in relation to the Academy's area of curricular specialisation and to its approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in Academies;
- 4.12 subject to such consents as may be required by law to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Trust may think fit;
- 4.13 to invest the moneys of the Trust not immediately required for the furtherance of the Objects in or upon such investments, securities or property as may be thought fit, to hold the same as investments and to sell, exchange, carry and dispose of the same;
- 4.14 to delegate the management of investments to a financial expert but only on terms that:

- 4.14.1 the investment policy is set down in writing for the financial expert by the governors;
 - 4.14.2 every transaction is reported promptly to the governors;
 - 4.14.3 the performance of the investments is reviewed regularly by the governors;
 - 4.14.4 the governors are entitled to cancel the delegation arrangement at any time;
 - 4.14.5 investment policy and the delegation arrangement are reviewed at least once a year;
 - 4.14.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the governors on receipt;
 - 4.14.7 the financial expert must not do anything outside the powers of the governors.
- 4.15 to arrange for investments of the Trust to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the governors or a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.16 to provide indemnity insurance to cover the liability of governors 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 Trust: Provided that any such insurance shall not extend to any claim arising from any act or omission which the governors knew to be a breach of trust or breach of duty or which was committed by the governors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the governors in their capacity as governors;
- 4.17 to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy;
- 4.18 to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

Not for profit

5. The income and property of the Trust shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred,

directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Trust, and (except as provided below) no governor 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 in this document shall prevent the payment in good faith by the Trust:-

- 5.1 of the usual professional charges for business done by any governor who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Trust to act in a professional capacity on its behalf: Provided that at no time shall a majority of the governors benefit under this provision and that a governor shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- 5.2 of reasonable and proper remuneration for any services rendered to the Trust by any member, officer or servant of the Trust who is not a governor;
- 5.3 of interest on money lent by any member of the Trust or governor at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the governors;
- 5.4 of fees, remuneration or other benefit in money or money's worth to any company of which a governor may also be a member holding not more than 1/100th part of the issued capital of that company;
- 5.5 of reasonable and proper rent (as determined by an independent valuer appointed by the Trust) for premises demised or let by any member of the Trust or a governor;
- 5.6 to any governor of reasonable out-of-pocket expenses;
- 5.7 of reasonable and proper remuneration to any governor of the Academy who is employed by the Trust at the Academy established or continued by the Trust: Provided that at no time shall a majority of the governors benefit under this provision and that a governor shall withdraw from any meeting at which his or her appointment, remuneration or terms or conditions specific to him or her at the Academy are under discussion;
- 5.8 of any premium in respect of any indemnity insurance to cover the liability of the governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or 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 governors knew to be a

breach of trust or breach of duty or which was committed by the governors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against governors in their capacity as directors of the Trust.

Limited liability

6. The liability of the members of the Trust is limited.
7. Every member of the Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Trust's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Trust's debts and liabilities before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

Winding up

8. If the Trust is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property it shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Trust by Clause 4 above, chosen by the members of the Trust at or before the time of dissolution and if that cannot be done then to some other charitable object.

Alterations

9. No alteration or addition shall be made to or in the provisions of the Memorandum or Articles of Association which would have the effect (a) that the Trust would cease to be a company to which Section 30 of the Companies Act 1985 applies; (b) which is inconsistent with the provisions of Section 64 of the Charities Act 1993; or (c) that the Trust would cease to be a charity.

WE, the persons whose names and addresses are written below wish to be formed into a company under this memorandum of association.

SIGNATURES, NAMES AND ADDRESSES OF SUBSCRIBERS

WITNESS

1. Signature T Lovell Jessica Owen Hughes
 Name Flat 1A, 4 Orlando Road
 London SW4 0LF
 Address 10 Bridgman Road
 London W4 5BD Recruitment & Training Specialist

Dated 2nd May 2002

2. Signature P Rapacioli WITNESS
 Name PAUL RAPACIOLI Mark Ridley
 65 Wren Drive, West Drayton
 Middx UB7 7NR
 Address Flat 3
 46 Hartington Road
 London W13 8QL

Dated 8th May 2002

3. Signature Lyn Robinson
4. Name LYN ROBINSON
 Address 102 Clifden Court
 Clifden Road
 Twickenham TW1 4LR

Dated 15th May 2002

Witness to the above Signatures:

Signature A Sladen

Name ANNA SLADEN
Address 8 Uxbridge Court, Uxbridge Road
 Kingston upon Thames, Surrey KT1 2LJ
Occupation PA

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE WEST LONDON ACADEMY

(As amended by special resolution of the company passed
on 22 October 2002)

Bates, Wells & Braithwaite,
Cheapside House,
138 Cheapside,
London EC2V 6BB
Ref: FEM/014731.2

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE
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ARTICLES OF ASSOCIATION
OF
THE WEST LONDON ACADEMY

Interpretation

1. In these Articles:-

“the Act”	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
“the Trust”	means the company intended to be regulated by these articles;
“the articles”	mean these Articles of Association of the Trust;
“clear days”	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day of which it is given or on which it is to take effect;
“executed”	includes any mode of execution;
“the memorandum”	means the memorandum of association of the Trust;
“office”	means the registered office of the Trust;

“the governors”	means the directors of the Trust (and “governor” has a corresponding meaning);
“the Academy”	means The West London Academy as referred to in Clause 3 of the memorandum and established by the Trust;
“the Governing Body”	means the governors;
“head teacher”	means the head teacher of the City Academy;
“the LEA”	means Ealing Local Education Authority;
“Member”	means a member of the Trust and someone who as such is bound by the undertaking contained in Clause 7 of the memorandum;
“parent governor	means a parent elected as a governor under these articles;
“Principal Sponsor”	means the Reed Charity a registered charity, of 6 Sloane Street, London SW1X 9LE;
“the seal”	mean the common seal of the Trust if it has one;
“secretary/clerk”	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 secretary shall be known as the ‘clerk’ under article 67;
“Secretary of State”	means the Secretary of State for Education and Skills;
“sponsor governor”	means a governor appointed by the Principal Sponsor under these articles excepting the chairman of the Governing Body;

“staff governor”	means a person employed by the Trust to work in the Academy and who is elected as a governor under these articles;
“teacher”	means a teacher employed by the Trust under a contract of employment or a contract for services or otherwise engaged by the Trust to provide his services as a teacher in the Academy;
“the Advisory Council”	means the Advisory Council of the Trust appointed under article 120 of these Articles;
“the United Kingdom”	means Great Britain and Northern Ireland.

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

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Objects

2. The Trust is established for the objects expressed in the Memorandum of Association.

Members

3. The Members of the Trust shall comprise:
 - 3.1 The authorised representative of the Principal Sponsor;
 - 3.2 up to four persons appointed by the Principal Sponsor;
 - 3.3 1 person appointed by the Secretary of State;
 - 3.4 the chairman of the Governing Body (or the vice chairman if the chairman is the authorised representative of the Principal Sponsor);
 - 3.5 the chairman of the Advisory Council appointed under Article 123;

4. Each of the persons and organisations entitled to appoint Members in article 3 shall have the right from time to time by written notice delivered to the Trust's registered office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.
5. If any of the persons and organisations entitled to appoint Members in article 3 die or become legally incapacitated their right to appoint Members under these Articles shall vest in the remaining Members.
6. Every person nominated to be a Member of the Trust shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
7. The other Members may in their absolute discretion permit any Member to resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be one immediately on the receipt by the Trust of a notice in writing signed by the person or persons entitled to remove him under articles 3 provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member.

General Meetings

8. The Trust shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Trust and that of the next. Provided that so long as the Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the governors shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
9. The governors 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 the receipt of the requisition. If there are not within the United Kingdom sufficient governors to call a general meeting, any governor or any member of the Trust may call a general meeting.

Notice of General Meetings

10. An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a governor 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:

- 10.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and
- 10.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meetings 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, to the governors to members of the Advisory Council and to the auditors.

11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

12. No business shall be transacted at any meeting unless a quorum is present. A member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
13. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, 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 governors may determine.
14. The chairman, if any, of the governors or in his absence the vice-chairman of the governors shall preside as chairman of the meeting, but if neither the chairman nor the vice-chairman is present within fifteen minutes after the time appointed for the holding of the meeting and willing to act the governors present shall elect one of their number to be chairman and, if there is only one governor present and willing to act, he shall be the chairman.

15. If no governor is willing to act as chairman, or if no governor is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
16. A governor 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 any adjourned meeting other than the 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 the 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 provisions of the Act, a poll may be demanded:-
 - 18.1 by the chairman; or
 - 18.2 by at least two members having the right to vote at the meeting ; or
 - 18.3 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.
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 such resolution.
20. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll 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 results. 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 of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
23. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately 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 continuance of a meeting for the transaction of any business other than the question on which the poll is 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 immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
25. 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

26. Subject to Article 22, on the show of hands every member present in person or by the duly authorised representative of a corporation shall have one vote. On a poll every member present in person or by proxy shall have one vote.
27. 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 governors 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.
28. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Trust have been paid.

29. No objections 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.

30. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and 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 governors may approve) -

“I/We,, of, being a member/members of the above named trust, 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 Trust to be held on200[], and at any adjournment thereof.

Signed on 200[]”

31. 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 governors may approve)-

“I/We,, of, being a member/members of the above-named trust, 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 Trust, to be held on 200[], 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 200[]”

32. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by a notary or in some other way approved by the governors 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;
- (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 clerk or to any governor;

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

- 33. 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 Trust 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 given or the poll demanded or (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.
- 34. Any organisation which is a member of the Trust may by resolution of its board of governors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Trust.

Governors

- 35. The number of governors excluding additional governors, if any, appointed under article 59 shall be not less than three and (unless otherwise determined by ordinary resolution) shall not be more than fifteen.
- 36. Subject to article 38 the Trust shall have the following governors:
 - 36.1 the chairman of the Governing Body;

- 36.2 up to four sponsor governors;
 - 36.3 one elected parent governor;
 - 36.4 up to four staff governors;
- and may have:
- 36.5 one governor appointed by the LEA;
 - 36.6 up to four co-opted governors appointed under article 52;
 - 36.7 any additional governor appointed under article 59.
37. The first governors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under article 39. Each shall be designated to be the chairman of the Governing Body or a sponsor governor, staff governor or an LEA governor. The future chairman of the Governing Body and future sponsor governors shall be appointed under articles 39 to 42.
38. Future governors required by article 36 shall be appointed or elected, as the case may be, under these articles. Where it is not possible for such a governor to be appointed or elected due to the fact that the City Academy is not yet established then the relevant article or part thereof shall not apply.

Appointment and election of Governors

Chairman and sponsor governors

39. The Principal Sponsor shall appoint the chairman of the Governing Body and the sponsor governors.

Staff governors

40. At the first Annual General Meeting all the sponsor governors shall retire from office and at every subsequent Annual General Meeting one of their number shall retire from office. If there is only one sponsor governor who is subject to retirement by rotation, he shall retire.
41. Subject to the provisions of the Act, the sponsor governor to retire by rotation shall be the sponsor governor who has been longest in office since his last appointment or reappointment, but as between persons who became or were last reappointed sponsor governors on the same day the governor to retire shall (unless they otherwise agree among themselves) be decided by lot.

42. A sponsor governor who has held office for four consecutive years or more shall not on retiring be eligible for reappointment without vacating office for a period of at least twelve months unless the Board of Governors is satisfied that there are exceptional circumstances.

LEA governor

43. The LEA may appoint the LEA governor.

Staff governors

44. The staff governors shall be elected by the members of the Trust.
45. All staff governors must be employed to work in the Academy as the head teacher or a teacher or in some other capacity at the time he is elected. If a staff governor ceases to be so employed then he shall resign. The Governing Body shall determine for the purpose of an election any question whether a person is employed at the Academy and for this purpose "employed" means employed under a contract of employment or a contract for services.
46. At the first annual general meeting all the staff governors shall retire from office, and at every subsequent annual general meeting one of the staff governors shall retire from office. If there is only one staff governor who is subject to retirement by rotation, he shall retire.
47. Subject to the provisions of the Act, the staff governor to retire by rotation shall be the staff governor who has been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed staff governors on the same day the governor to retire shall (unless they otherwise agree among themselves) be decided by lot.
48. No person other than a staff governor retiring by rotation shall be appointed or reappointed a staff governor at any general meeting unless:-
- 48.1 he is recommended by the governors; or
- 48.2 at least fourteen but not 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 governors together with notice executed by that person of his willingness to be appointed or reappointed.

49. At least seven but not 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 staff governor retiring by rotation at the meeting) who is recommended by the governors for appointment or reappointment as a staff governor 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 staff governor. 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 governors.
50. Subject to the above Articles the Trust may by ordinary resolution appoint a person who is willing to act to be a staff governor to fill a vacancy or as an additional staff governor and may also decide the rotation in which any additional staff governors are to retire.
51. An staff governor who has held office for four consecutive years or more shall not on retiring be eligible for re-election without vacating office for a period of at least twelve months unless the Board of Governors is satisfied that there are exceptional circumstances.

Parent governor

52. The parent governor shall be elected by parents of registered pupils at the Academy. The parent governor must be such a parent at the time when he is elected. The parent governor shall be appointed by the Governing Body if no parent stands for election.
53. The Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governor, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of the parent governor which is contested shall be held by secret ballot. The election of the first parent governor shall be held as soon as practicable after the incorporation of the Trust.
54. The arrangements made for the election of the parent governor shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.
55. Where a vacancy for the parent governor is required to be filled by election, the Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

56. In appointing a parent governor the Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.
57. The term of office of an elected parent governor shall be four years. A retiring parent governor shall be not eligible for re-election for a period of at least twelve months unless the Board of Governors is satisfied that there are exceptional circumstances.

Co-opted Governors

58. The Governing Body may appoint up to four co-opted governors. 'A co-opted governor' means a person who is appointed to be a governor by being co-opted by governors who have not themselves been so appointed.

Appointment of additional governors

59. The Secretary of State may give a warning notice to the Governing Body where:-
 - 59.1 he is satisfied:
 - 59.1.1 that the standards of performance of pupils at the Academy are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article61; or
 - 59.1.2 that there has been a serious breakdown in the way the Academy is managed or governed which is prejudicing, or likely to prejudice, such standards of performance; or
 - 59.1.3 that the safety of pupils or staff of the Academy is threatened (whether by a breakdown of discipline or otherwise); and
 - 59.2 the Secretary of State has previously informed the Governing Body of the matters on which that conclusion is based; and
 - 59.3 those matters have not been remedied to the Secretary of State's satisfaction within a reasonable period.
60. For the purposes of article59, a 'warning notice' is a notice in writing by the Secretary of State setting out:
 - 60.1 the matters referred to in Article59.1;
 - 60.2 the action which he requires the Governing Body to take in order to remedy those matters; and

- 60.3 the period within which that action is to be taken by the Governing Body ('the compliance period').
61. The Secretary of State may appoint up to 8 additional governors as he thinks fit if the Secretary of State has:
- 61.1 given the Governing Body a warning notice in accordance with articles 59 and 60; and
- 61.2 the Governing Body have failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period; and
- 61.3 the Secretary of State has given reasonable notice in writing to the Governing Body that he proposes to exercise his powers under this article.

Resignation and removal

62. A governor shall cease to hold office if he resigns his office by notice to the Trust (but only if at least three governors will remain in office when the notice of resignation is to take effect).
63. A governor shall cease to hold office if he is removed by the person or persons who appointed him. This article does not apply in respect of the elected parent governor or a staff governor.
64. Where a governor resigns his office or is removed from office the governor or those removing him shall give written notice thereof to the clerk.

Disqualification of governors

65. No person shall be qualified to be a governor unless he is aged 18 or over at the date of his election or appointment. No pupil of the Academy shall be a governor.
66. A governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
67. A governor shall cease to hold office if he is absent without the permission of the governing body from all their meetings held within a period of six months and the governors resolve that his office be vacated.
68. A person shall be disqualified from holding or continuing to hold office as a governor if:

- 68.1 he has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged and the bankruptcy order has not been annulled or rescinded; or
- 68.2 he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.
69. A person shall be disqualified from holding or continuing to hold office as a governor at any time when he is subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
70. A governor shall cease to hold office if he ceases to be a governor by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
71. A person shall be disqualified from holding or continuing to hold office as a governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
72. A person shall be disqualified from holding or continuing to hold office as a governor at any time when he is included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted. The 'list' means the list kept for the purposes of regulations made under section 218(6) of the Education Reform Act 1988 (or any statutory re-enactment or modification of that provision).
73. A person shall be disqualified from holding or continuing to hold office as a governor where he has, at any time, been convicted of any criminal offence, excluding any offence for which the maximum sentence is a fine or a lesser sentence.
74. Where, by virtue of these articles a person becomes disqualified from holding, or continuing to hold office as a governor; and he is, or is proposed, to become such a governor, he shall upon becoming so disqualified give written notice of that fact to the clerk.
75. Articles 65 to 74 also apply to any member of any committee of the governors who is not a governor.

Secretary/Clerk to the Governing Body

76. Subject to the provisions of the Act, the secretary shall be appointed by the governors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be appointed by them. The secretary shall be known as "the clerk". The clerk shall not be a governor or the head teacher. Notwithstanding this article, the Governing Body may, where the clerk fails to attend a meeting of theirs, appoint any one of their number to act as clerk for the purposes of that meeting.

Vice-chairman of the Governing Body

77. The governors shall each school year, at their first meeting in that year, elect a vice-chairman from among their number. A governor who is employed to work at the Academy shall not be eligible for election as vice-chairman.
78. The vice-chairman shall hold office as such until his successor has been elected in accordance with article 77.
79. The vice-chairman may at any time resign his office by giving notice in writing to the clerk. The vice-chairman shall cease to hold office if:
- (i) he ceases to be a governor;
 - (ii) he is employed to work at the Academy;
 - (iii) he is removed from office in accordance with these articles; or
 - (iv) he is appointed in accordance with these articles to the office of chairman.
80. Where by reason of any of the matters referred to in article 79, a vacancy arises in the office of vice-chairman, the governors shall at their next meeting elect one of their number to fill that vacancy.
81. Any election of the vice-chairman which is contested shall be held by secret ballot.
82. The governors may remove the vice-chairman from office in accordance with this article:
- 82.1 a resolution to remove the vice-chairman from office which is passed at a meeting of the Governing Body shall not have effect unless:

- 82.1.1 it is confirmed by a resolution passed at a second meeting of the Governing Body held not less than fourteen days after the first meeting ('the second meeting'); and
- 82.1.2 the matter of the vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
- 82.2 Before the Governing Body resolve at the relevant meeting on whether to confirm the resolution to remove the vice-chairman from office, the governor or governors proposing his removal shall at that meeting state their reasons for doing so and the vice-chairman shall be given an opportunity to make a statement in response.
83. The chairman of the Governing Body shall chair meetings of the governors. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chairman for the purposes of the meeting.
84. Where in the circumstances referred to in article 83 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the governors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the governor elected shall not be a person who is employed to work at the Academy.
85. The clerk to the governors shall act as chairman during that part of any meeting at which the chairman is elected, but for these purposes article 22 shall not apply.

Powers of governors

86. Subject to 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 governors who may exercise all the powers of the Trust. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the governors by the articles and a meeting of governors at which a quorum is present may exercise all the powers exercisable by the governors.
87. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the governors shall have the following powers, namely:

- 87.1 to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;
- 87.2 to enter into contracts on behalf of the Trust.
88. The governors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the school and shall consider any advice given by the head teacher.
89. Any bank account in which any part of the assets of the Trust is deposited shall be operated by the governors and shall indicate the name of the Trust. All cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the governors in respect of their activities as governors.

Governors' expenses

90. The governors may at the discretion of the Governing Body be paid all reasonable and proper out of pocket travelling, hotel and other expenses, excluding foreign travel, properly incurred by them in connection with their attendance at meetings of governors or committees of governors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
91. Except to the extent permitted by clause 5 of the memorandum and subject to articles 115 to 117, no governor shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a governor in any contract to which the Trust is a party.

The minutes

92. The minutes of the proceedings of a meeting of the Governing Body shall be drawn up and entered into a book kept for the purpose by the person acting as clerk for the purposes of the meeting; and shall be signed (subject to the approval of the Governing Body) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include:
- (a) all appointments of officers made by the governors;
and
 - (b) of all proceedings at meetings of the Trust and of the governors and of committees of governors including the names of the governors present at each such meeting.

Delegation

93. Subject to these articles the governors may delegate any of their powers or functions to any committee. They may also delegate to the head teacher or any other holder of an executive office such of their powers or functions as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the governors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
94. Where any function of the governors has been delegated to or is otherwise exercisable by a governor (including the chairman or vice-chairman), the head teacher, or a committee established by them; any member, head teacher or committee to whom a function of the governors has been delegated or who has otherwise exercised a function of the governors shall report to the governors in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the governors immediately following the taking of the action or the making of the decision.
95. The governors may establish any committee to exercise, subject to these articles, powers and functions of the governors. The constitution, membership and proceedings of any committee of the governors shall be determined by the governors. The establishment, terms of reference, constitution and membership of any committee of the governors shall be reviewed at least once in every twelve months. The membership of any committee of the governors may include persons who are not governors, provided that a majority of members of any such committee shall be governors. The governors may determine that some or all of the members of a committee who are not governors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the governors unless the majority of members of the committee present are governors.

Head Teacher

96. The governors shall appoint the head teacher of the Academy. Subject to these articles, the head teacher shall be responsible for the internal organisation, management and control of the Academy, the implementation of all policies approved of by the governors and for the direction of the teaching and curriculum. For these purposes the governors shall delegate those powers and functions required by the head teacher.

Meetings of the Governing Body

97. Subject to these articles, the governors may regulate their proceedings as they think fit.

98. The Governing Body shall hold at least one meeting in every school term. Meetings of the Governing Body shall be convened by the clerk. In exercising his functions under this article the clerk shall comply with any direction:

98.1 given by the Governing body; or

98.2 given by the chairman of the Governing Body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in article98.1.

99. Any three governors may, by notice in writing given to the clerk, requisition a meeting of the Governing Body; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.

100. Each governor shall be given at least fourteen clear days before the date of a meeting:

100.1 notice in writing thereof, signed by the clerk, and sent to each governor at the address provided by each governor from time to time; and

100.2 a copy of the agenda for the meeting:

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda therefore are given within such shorter period as he directs.

101. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda therefore.

102. A resolution to rescind or vary a resolution carried at a previous meeting of the Governing Body shall not be proposed at a meeting of the Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

103. A meeting of the Governing Body shall be terminated forthwith if:

103.1 the Governing Body so resolve; or

103.2 the number of governors present ceases to constitute a quorum for a meeting of the Governing Body in accordance with article106.

104. Where in accordance with article 103 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
105. Where the Governing Body resolve in accordance with article 103 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the clerk to convene a meeting accordingly.
106. The quorum for a meeting of the Governing Body, and any vote on any matter thereat, shall be any three governors, or, where greater, any one third (rounded up to a whole number) of the total number of governors holding office at the date of the meeting.
107. The governors may act notwithstanding any vacancies in their number, but, if the numbers of governors is less than the number fixed as the quorum, the continuing governors may act only for the purpose of filling vacancies or of calling a General Meeting.
108. Subject to these articles, every question to be decided at a meeting of the Governing Body shall be determined by a majority of the votes of the members present and voting on the question.
109. Where there is an equal division of votes the chairman or, as the case may be, the person who is acting as chairman for the purposes of the meeting, shall have a second or casting vote.
110. The proceedings of the Governing Body shall not be invalidated by:
 - 110.1 any vacancy among their number; or
 - 110.2 any defect in the election, appointment or nomination of any governor.
111. A resolution in writing, signed by all the governors entitled to receive notice of a meeting of governors or of a committee of governors, shall be valid and effective as if it had been passed at a meeting of governors (or as the case may be) a committee of governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors.
112. The head teacher shall notwithstanding that he is not a member of the Governing Body be entitled to receive notice of every meeting of the Governing Body and to attend and speak at any such meeting.

113. Subject to this article, the Governing Body shall ensure that a copy of:
- (i) the agenda for every meeting of the Governing Body;
 - (ii) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
 - (iii) the signed minutes of every such meeting; and
 - (iv) any report, document or other paper considered at any such meeting.

are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.

114. There may be excluded from any item required to be made available in pursuance of article 114, any material relating to:

114.1 a named teacher or other person employed, or proposed to be employed, at the Academy;

114.2 a named pupil at, or candidate for admission to, the Academy; and

114.3 any matter which, by reason of its nature, the governing body are satisfied should remain confidential.

115. Any governor shall be able to participate in meetings of the Governing Body by video conference provided that he has given notice of his intention to do so detailing the telephone number on which he can be reached and appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting and provided that the Governing Body has access to the appropriate equipment.

116. The Trust shall not enter into any contract or arrangement where a member of the governing body has the following duties or pecuniary interests unless provided for elsewhere in the memorandum or articles. Any governor who has any such duty or pecuniary interest shall disclose that fact to the Governing Body as soon as he becomes aware of it:

116.1 he is a director or a member holding more than 1/100th of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or

116.2 he is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement

was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration.

117. Without limitation to the generality of article 116 whenever a governor has an interest, whether pecuniary or non-pecuniary in a matter to be discussed at a meeting of the Governing Body or a committee, the governor concerned must:

117.1 declare an interest at the point when or before discussion begins on the matter;

117.2 withdraw from the meeting for that item;

117.3 not be counted in the quorum for that part of the meeting;

117.4 withdraw during the vote and have no vote on the matter.

118. For the purposes of articles 116 and 117, an interest of a person who is, within the meaning of section 346 of the Act, connected with a governor shall be treated as an interest of the governor. This shall include:

118.1 that governor's spouse, child or stepchild; or

118.2 a body corporate with which the governor is associated (i.e. if that governor and persons connected with him together are interested in shares comprising at least one fifth of the share capital of the company or are entitled to exercise more than one fifth of the voting power at any general meeting of that company); or

118.3 a person acting in his capacity as trustee of any trust the beneficiaries of which include:

118.3.1 the governor, his spouse or any children or stepchildren of his;
or

118.3.2 a body corporate with which he is associated; or

118.4 a person acting in his capacity as a partner of that governor or of any person who, by virtue of paragraphs 118.1 to 118.3 above, is connected with that governor.

Patrons and Honorary Officers

119. The governors may from time to time appoint any person whether or not a member of the Trust to be a patron of the Trust or to hold any honorary office and may determine for what period he is to hold such office.

Advisory Council

120. There shall be an Advisory Council to advise the governors on such matters as the governors or the Principal Sponsor may refer to the Advisory Council.
121. Members of the Advisory Council shall be appointed by the Principal Sponsor on the recommendation of the governors and may include teachers and other staff members of the City Academy, parents of pupils at the City Academy, representatives of the Local Education Authority, local employers, other representatives of the local community and such other persons as may be thought fit.
122. Members of the Advisory Council shall be appointed for a period not exceeding three years. A retiring member of the Advisory Council may not be reappointed without vacating office for a period of at least twelve months unless the Board of Governors is satisfied that there are exceptional circumstances.
123. The members of the Advisory Council may appoint one of their number to be the chairman of the Advisory Council and may at any time remove him from that office. Unless he is unwilling to do so, the chairman of the Advisory Council shall preside at every meeting of the Advisory Council at which he is present.
124. The meetings and proceedings of the Advisory Council shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Governing Body so far as the same are applicable and are not superseded by any regulations made by the Board of Governors.

The Seal

125. The seal if any of the Trust shall only be used by the authority of the governors or of a committee of governors authorised by the governors. The governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a governor and by the clerk or by a second governor.

Accounts

126. Accounts shall be prepared in accordance to the provisions of Part VII of the Act.

Annual report

127. The governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual return

128. The governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

129. 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 governors need not be in writing.
130. A notice may be given by the Trust 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.
131. A member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
132. 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 be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

133. Subject to the provisions of the Act every governor or other officer or governor or auditor of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in 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.

Rules

134. The governors may from time to time make, repeal or alter such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Trust and for purposes of prescribing classes of and conditions of membership, and in particular

but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (a) the admission and classification of members of the Trust (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Trust in relation to one another, and to the Trust's servants;
- (c) the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the governors and committees of the governors and meetings of the governing body in so far as such procedure is not regulated by the articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

135. The Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the governors shall adopt such means as they think sufficient to bring to the notice of members of the Trust all such rules or bye laws, which shall be binding on all members of the Trust. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

1. Names and Addresses of Subscribers

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J. Owen Hughs

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Recruitment & Training Specialist

Dated: 2 May 2002

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Dated 9th May 2002

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