

Governance and Management

Southend Education Trust

"Governance is the process of overseeing an organisation, ensuring that an organisation's work contributes to its mission and purpose, and that its resources are used wisely and effectively"

NCVO Code of Good Governance 2005

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Southend Education Trust

1. Governance Overview and Standing Orders September 2011

The standing orders are in line with and in addition to the Memorandum and Articles of Association of SET. In the event of any ambiguity the Memorandum and Articles of Association have preference.

The Southend Education Trust is a company limited by guarantee with charitable status.

Governing document/constitution

The Memorandum and Articles of Association adopted 1st April 2009.

Governing Body

The Board of Trustees.

Management/Governance

The management is two tier with a Board of Trustees accountable to the members. Members are nominated by participating organisations or appointed for their skills, experience and knowledge. A register of Trustees, members and participating organisations is kept. Members hold voting rights at general meetings.

The Full Partnership

The Full Partnership will meet at least 3 times a year with at least one of those meetings being held between September and November each year and nominated as the Annual General Meeting. At this meeting the agenda will;

- Consider the accounts and balance sheet
- Receive reports from the Trustees and Auditors
- Appoint the Auditors
- Fix the remuneration of the Auditors
- Elect and/or remove Trustees and Committee Members

The Board of Trustees

The Board of Trustees will meet at least 6 times a year and accept ultimate responsibility for directing the affairs of the Southend Education Trust ensuring it is solvent, well run and delivering the outcomes for which it has been set up.

About three quarters of the Board will be elected by the members from the membership, with a quarter to be appointed for their relevant skills and experience and will not be employed by a participating organisation.

In 2011 the Board will consist of:

- Three Lay Trustees selected by the Board
- One Trustee nominated by the Local Authority
- Eight Trustees elected by the members to represent secondary and primary schools

Function of the Chair of the Board of Trustees

The Chair will be selected for his/her relevant skills and experience and appointed by the Members. The Chair will not be employed by a school or participating organisation.

Audit and Risk Committee

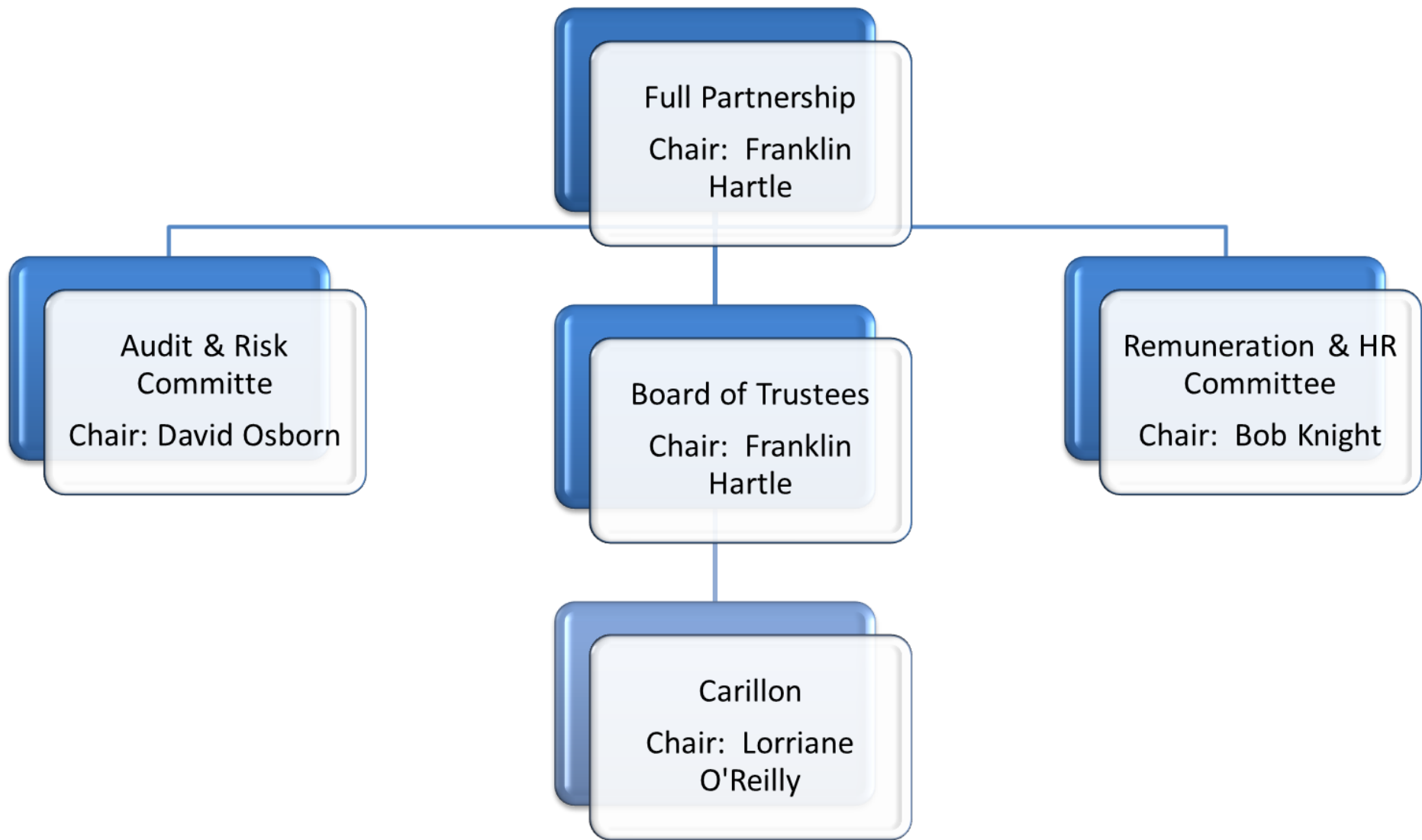
The Audit and Risk Committee will be selected by the Trustees and will report to the Board of Trustees and Full membership. The Chair will be a Trustee. Other members may be co-opted non voting members with appropriate skills (e.g. accountancy). Minutes must be kept, reported to Trustees and made available to Members.

Remuneration and HR Committee

The Remuneration and HR Committee will be selected by the Members and will report to the Board of Trustees and Full membership. The Chair will be a Trustee, other members may be co-opted non voting members with appropriate skills e.g. HR and business. The Remuneration and HR Committee will be delegated to make arrangements for the annual performance management of the CEO, arrange for the evaluation of the Board of Trustees, oversee the recruitment selection, training, remuneration and performance management of staff and Trustees including the CEO. Minutes must be kept, reported to Trustees and made available to Members.

Carillon Board of Directors

Carillon is a trading company wholly owned by the Trust. It has a Board of Directors. At least one Director must be a Trustee. Minutes must be kept, reported to Trustees and made available to Members. Accounts must be audited and reported to the Trustees.



Role description – Chair of the Board of Trustees and the Full Partnership of Southend Education Trust

Main tasks

- To lead both Boards in ensuring that they fulfil their responsibilities for the governance of the organisation by ensuring that the organisation acts in accordance with its constitution and by managing its activities
- To work in partnership with the Chief Executive Officer helping him/her to achieve the mission of the organisation
- To optimise the relationship between the Board of Trustees and the Full Partnership
- With the CEO, to take a leadership role in promoting the organisation, representing the organisation effectively to external stakeholders

In more detail:

Board members

- To ensure that the Board of Trustees regularly reviews its structure, role, relationship to staff and implements agreed changes as necessary
- To define and keep under review selection and performance of the Executive Board
- With the Chief Executive Officer, to ensure that all Board members receive appropriate advice, training and information relating to their role
- In consultation with the Chief Executive Officer to recruit board members with specific/relevant expertise
- To relate the concerns of the Boards and other constituencies to the Chief Executive Officer

Meetings

- With the Chief Executive Officer, to develop appropriate and relevant agendas for meetings, ensuring all matters requiring Board review are discussed
- To Chair meetings of the Board and Full Partnership, ensuring that they function effectively and carry out their duties
- To monitor the implementation of decisions taken at meetings
- To ensure that, where necessary, votes of the Board are conducted properly and that decisions are formally minuted
- To preside over the Annual General Meeting and ensure that a proper representation of the Organisation's activities is provided to members

General Management

- To ensure that Board members set strategy and policy objectives in consultation with the Chief Executive Officer (and other staff as appropriate)
- To ensure that appropriate resources (personnel, financial, material) are secured with which to achieve agreed goals
- To monitor the progress of the organisation in the light of its objectives

Management of staff

- Performance management
- To support, monitor and review the work of the Chief Executive Officer
- To ensure that the organisation has appropriate procedures eg;
 - to comply with current employment and equal opportunities legislation and good practice
 - to advertise, interview and select the most senior executive staff
 - to receive regular informal progress reports of the Organisation's work through the Chief Executive Officer
 - In consultation with the Chief Executive Officer, to agree an annual calendar of meetings of the Board members and major events for the Organisation
- Through the Chief Executive Officer, to ensure effective communication between the Board and the staff group, and in particular the senior managers

Financial Management

- With the Chief Executive Officer and other Board members, to set the financial strategy of the Organisation and ensure it is adhered to
- To ensure that the Organisation's financial deals are prudently and systematically accounted for, audited and publicly available
- To ensure that where appropriate monies are invested, this is to the greatest possible benefit of the Organisation within the constraints of the law

Promotion of the organisation

- To promote the organisation to a wide audience of stakeholders
- With the Chief Executive Officer, to represent the organisation to external audiences as appropriate

Some of the duties listed above may be delegated to individual Board members, or sub-committees of the Board. In these cases, the Chair should ensure that delegations are made only to those with appropriate skills and that all delegation is managed effectively.

Roles and duties of Trustees of Charitable companies

Who are the Trustees?

- Full voting members of the governing body
- Entrusted with the assets (money, property, equipment) of the organisation
- Operate within a formal set of rules (sometimes called a constitution)
- In a charitable company, company directors and trustees are the same people
- Trustees often delegate day to day tasks to staff and/or executive group

What are the duties of Trustees?

- Comply with the governing document
- Duty of care – act reasonably and prudently according to your own expertise
- Comply with charity and company law as appropriate
- Protect the charity's property
- Act in the best interests of beneficiaries and avoid conflicts of interest
- Act collectively
- Seek advice where you do not have the expertise to take a decision
- No financial benefit unless authorised

The Essential Roles of the Board

- Set and maintain vision, mission and values
- Develop strategy
- Establish and monitor policies
- Ensure compliance with the governing document
- Ensure accountability
- Ensure compliance with the law
- Maintain proper fiscal oversight
- Respect the role of staff / volunteers
- Maintain effective board performance
- Promote the organisation
- Where staff are employed
- Set up employment procedures *
- Select and support the Chief Executive *

** from Good Governance ACEVO 2005*

Conflict of interest for a Trustee of the Board

Any trustee, who has a financial interest in a matter under discussion, should declare the nature of his/her interest and withdraw from the room, unless he/she has a dispensation to speak

- ❖ If a trustee has any interest in the matter under discussion which creates a real danger of bias, that is, the interest affects him/her, or a member of his/her household, more than generality affected by the decision: he/she should declare the nature of the interest and withdraw from the room, unless he/she has a dispensation to speak
- ❖ If a trustee has any other interest which does not create a real danger of bias, but which might reasonably cause others to think it could influence their decision, he/she should declare the nature of interest, but may remain in the room, participate in the discussion, and vote if he/she wishes
- ❖ If in any doubt about the application of these rules, he/she should consult with the Chair
- ❖ It is recommended that trustee's interests are listed in a register

SOUTHEND EDUCATION TRUST CODE OF CONDUCT

Selflessness

Trustees of Southend Education Trust have a general duty to act in the best interests of SET as a whole. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or the organisation they come from or represent.

Integrity

Southend Education Trust Trustees

- Should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
- As well as avoiding actual impropriety, should avoid any appearance of improper behaviour
- Should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement

Objectivity

In carrying out their role, including making appointments (including trustee appointments), awarding contracts, recommending individuals for rewards and benefits or transacting other business, Southend Education Trust's trustees should ensure that decisions are made solely on merit.

Accountability

Southend Education Trust Trustees

- Have a duty to comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in Southend Education Trust
- Are accountable for their decisions and actions to the public, funders and service users. They must submit themselves to what scrutiny is appropriate to their role

Openness

Southend Education Trust Trustees

- Should ensure that confidential material, including material about individuals, is handled in accordance with due care;
- Should be open as possible about their decisions and action that they take. They should give reasons for their decisions and restrict information only when the wider interest clearly demands

Honesty

Southend Education Trust trustees

- Have a duty to declare any interests relating to their trustee role and to take steps to resolve any conflicts that may arise. Where private interests of a trustee conflicts with their trustee duties, he/she must resolve this conflict in favour of the trustee role;
- Must make relevant declarations of interest in the different circumstances and roles they play both within and outside Southend Education Trust.

Leadership

Southend Education Trust trustees;

- Should promote and support the principles of leadership by example
- Must respect the role of the Chief Officer. There will be circumstances under which trustees will be working directly with Southend Education Trust staff. Guidelines for such working relationships must be clear to both staff and trustees and, when these occasions arise, the Chief Officer should be informed in advance.

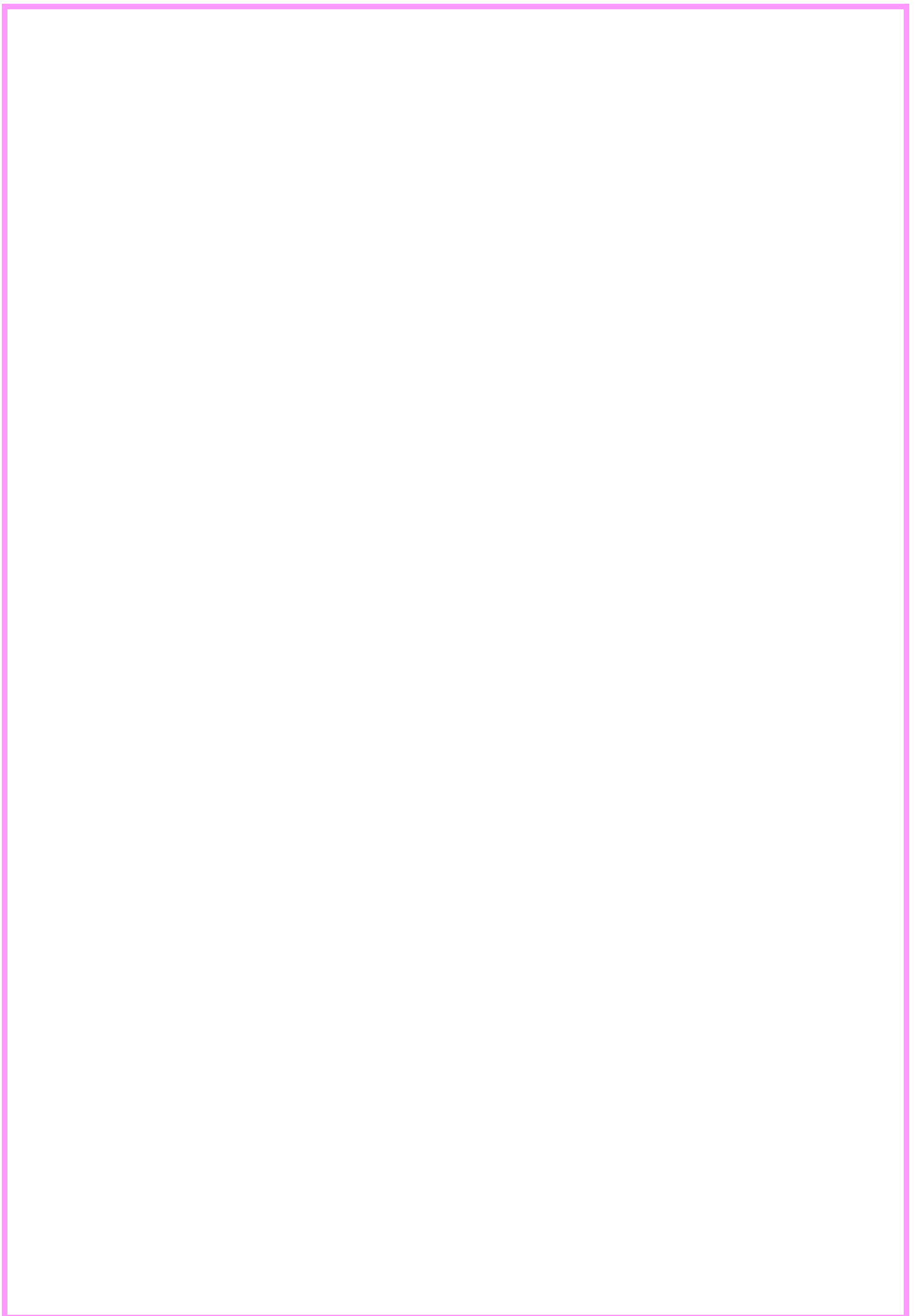
TRUSTEE DECLARATION

I declare that:

- I am over age 18
- I am not an undischarged bankrupt
- I have not previously been removed from trusteeship of a charity by a Court or the Charity Commission
- I am, in the light of the above, not disqualified by the Charities Act 1993 (section 72) from acting as a charity trustee
- I undertake to fulfil my responsibilities and duties as a trustee of Southend Education Trust in good faith and in accordance with the law and within Southend Education Trust's objectives/mission
- I do not have any financial interest in conflict with those of Southend Education Trust (either in person or through family or business connections) except those, which I have formally notified in a conflict of interest statement. I will specifically notify any such interest at any meeting where trustees are required to make a decision, which affects my personal interests, and I will absent myself entirely from any decision on the matter and not vote on it.

Signed

Date



2. Terms of Reference

Terms of Reference for Board of Trustees of Southend Education Trust (formerly The SCOLLAR Trust)

Terms of Reference September 2011

These terms of reference are in line with and additional to the Memorandum and Articles of Association of SET. In the event of any ambiguity the Memorandum and Articles of Association have preference.

Purpose

- To further the charity's vision for Southend to be "A Learning Town"
- To further the charity's objects to advance education for the benefit of the public, in particular by providing and assisting with the provision of additional and/or new learning opportunities, and any other charitable purpose
- To accept ultimate responsibility for directing the affairs of the Southend Education Trust ensuring it is solvent, well run and delivering the outcomes for which it has been set up.

The Board will;

- (a) ensure compliance with the objects, purposes and values of the organisation, and with its governing document
- (b) set or approve policies, plans and budgets to achieve those objectives and monitoring performance against them
- (c) ensure the solvency, financial strength and good performance of the organisation
- (d) ensure that the organisation complies with all relevant laws, regulations and requirements of its regulators
- (e) deal with the appointment (and if necessary the dismissal) of the organisation's chief executive
- (f) set and maintain a framework of delegation and internal control; and
- (g) agree or ratify all policies and decisions on matters which might create significant risk to the organisation, financial or otherwise

Function of the Chair

The Chair will be appointed by the membership of the Charity, through nominations made by the Remuneration and HR Committee. The Chair will hold office for up to 3 years only and must step down and have a gap of at least 1 year before re-election.

Delegation by the Board

1. The Board may delegate the administration of any of its powers to one or more Trustees or committees consisting of one or more Trustees and any such committee or Trustee must conform to any rules that the Board imposes on it.
2. The Board may co-opt any person or people who are not Trustees to serve on the Committees
3. All acts and proceedings of the Committees or Trustees must be reported to the Board as soon as possible

Vice Chair

A vice Chair will be appointed by the Board.

Chairs Action

When urgent action is required and there is not time to call a meeting the Chair has the power to take decisions on behalf of the Committee provided the full group is informed of the decision at the next meeting. Chairs Action should be a standard item on each agenda.

Membership

The Board will consist of no more than 13 and no less than 3 people elected by members of the Charity and not more than three additional individuals co-opted by the Board in line with the Articles and these terms of reference.

About three quarters of the Board will be elected by the members from the membership, with a quarter to be appointed for their relevant skills and experience and will not be employed by a participating organisation.

In 2011 the Board will consist of:

- Three Lay Trustees selected by the Board
- One Trustee nominated by the Local Authority
- Eight Trustees elected by the members to represent secondary and primary schools

Retirement of members of the Board

- At each annual general meeting one-third of the elected Trustees for the time being or if their number is not three or a multiple of three, then the number nearest one third shall retire from office
- The Trustees to retire in every year shall be those who have been longest in office since their last election by the members, but as between persons who became Trustees on the same day those to

retire shall (unless otherwise agree amongst themselves) be determined by lot

- A retiring Trustee shall be eligible for re-appointment by the members for no longer than three years in total

Conflict of Interest

Trustees will observe the rules agreed in the Memorandum and Articles of Association and Standing Orders

Frequency of meetings

At least 6 meetings per year

Reporting

The Board will report to the Full Partnership

Quorum

A quorum of 5 members of the Board or one- third whichever is less

Minutes of Meetings

The Group must have minutes that are entered in minute books at the Company office and copies of these minutes must be posted on the website.

Voting

A majority from members present.

Review

These terms of reference will be reviewed annually.

Terms of Reference for Audit & Risk Committee

Terms of Reference September 2011

1. Overall Purpose

To consider and make recommendations and reports to the Board of Trustees about issues of financial management, audit and risk. Reporting to the Board of Trustees.

2. Delegated Powers

Take delegated responsibility on behalf of trustees for ensuring that there is a framework for accountability; for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management; and for ensuring the charity is complying with all aspects of the law, relevant regulations and good practice.

- Undertake other duties delegated to the Committee
- The Committee is authorised to obtain appropriate external legal and other professional advice in order to fulfil its responsibility to the Board of Trustees. The Committee is authorised to investigate on behalf of the Board of Trustees anything that threatens or adversely affects the accomplishment of the charity's aims and objectives, its assets, the reliability of all records and information and its compliance with all relevant laws, regulations, policies and its governing instrument.

3. Function of Chair

To be agreed by members of the Committee

Chairs Action

When urgent action is required and there is no time to call a meeting the Chair has the power to take decisions on behalf of the Committee provided the full group is informed of the decision at the next meeting. Chairs Action should be a standard item on each agenda.

4. Composition and reporting

The Audit Committee will consist of no fewer than 1 Trustee and no fewer than 1 Member appointed by the Board and others with appropriate skills expertise of whom at least 1 are external and independent of the charity.

Any trustee may attend a meeting of the Audit Committee, including those who are not members of the Audit Committee. The Chief Executive Officer and the Finance Manager shall be in attendance at meetings when requested.

5. Frequency of meeting

A minimum of three times a year

6. Quorum

At least three Members including at least one Trustee.

7. Minutes of Meetings

7.1 The Group must have minutes that are entered in minute books at the Company office and copies of these minutes must be given to all Trustees and be posted on the website.

8. Voting

8.1 A majority from members present with the Chair having casting vote if no majority

9. Main Duties

- i. To recommend to the Board of Trustees a framework of effective audit coverage, having reviewed the internal and external audit processes
- ii. To advise the Board of Trustees on the minimum and optimum level of internal and external audit arrangements
- iii. To ensure that regular audits are carried out in the following areas: legal, risk, financial (including statutory annual audits, VAT, PAYE), health and safety, investments and insurance, and to contribute to these reviews
- iv. To monitor internal and external audit reviews and to advise the Board of Trustees accordingly. (This may be by means of summary reports from the Chief Executive Officer or internal auditor ensuring that the full reports are available to any member of the Audit Committee or the Trustee Board should they require to see them)
- v. To investigate on behalf of the Board any financial or administrative matter which may put the Charity at risk
- vi. To examine reports on special investigations and to advise the Board of Trustees accordingly
- vii. To consider the appropriateness of executive action following internal audit reviews and to advise senior management on any additional or alternative steps to be taken
- viii. To ensure there is co-ordination and good working relationships between internal audit, external audit and any other review bodies that have been set up

- ix. To encourage a culture within the charity whereby each individual feels that he or she has a part to play in guarding the probity of the charity and is able to take any concerns or worries to an appropriate member of the management team or in exception circumstances directly to the Chair of the Audit Committee
- x. To provide minutes of all Audit Committee meetings for review at meetings of the Board of Trustees

10. External Auditors

- i. To determine the frequency of tendering for external auditing services
- ii. To consider tenders for the external auditing services and recommend to the Board of Trustees which firm should carry out the annual external audit of the Charity's statutory accounts
- iii. To scrutinise and advise the Board on the contents of the draft audit report and of any management letter that the auditors may wish to present to the board and to formulate for Board use any written representations that may be needed by the auditors in connection with the Charity's statutory accounts or any other financial statements
- iv. To discuss with the external auditors any problems or reservations arising from the draft external audit report and draft management letter, reporting relevant issues back to the Board and advising the Board accordingly
- v. To review the performance of the Charity's auditors and advise the Board on any changes that ought to be made to their terms of engagement
- vi. To obtain any necessary external professional advice to enable the Audit Committee to carry out its responsibilities more effectively

11. Review

- 11.1 To review these terms of reference annually.

Terms of Reference for the Remuneration, HR & Performance Management Committee

**Terms of Reference
September 2011**

1. Overall Purpose

To consider and make recommendations and reports to the Board of Trustees about the recruitment, induction, performance management, development and remuneration arrangements of volunteers, staff and trustees.

Reporting to the Board of Trustees.

2. Delegated Powers

Keep under review and make recommendations to the Board of Trustees on the processes and policies for recruitment, induction, performance management, development and remuneration arrangements of volunteers, staff and trustees;

- Undertake duties delegated to the Committee by the Board of Trustees;
- The Committee is authorised to obtain appropriate external legal and other professional advice in order to fulfil its responsibility to the Board of Trustees. The Committee is authorised to investigate on behalf of the Board of Trustees anything that threatens or adversely affects the accomplishment of the charity's aims and objectives, its assets, the reliability of all records and information and its compliance with all relevant laws, regulations, policies and its governing instrument.

3. Function of Chair

3.1 The Chair will be selected by the Southend Education Trust Board of Trustees and will hold office for up to 2 years only and must step down and have a gap of at least 1 year before re-election

3.2 Vice Chair – a vice chair will be appointed

Chairs Action

When urgent action is required and there is no time to call a meeting the Chair has the power to take decisions on behalf of the Committee provided the full group is informed of the decision at the next meeting. Chairs Action should be a standard item on each agenda.

4. Membership

- 4.1 The Committee will consist of no fewer than one Trustee and 2 members appointed by the Board and others with appropriate skills and expertise of whom at least one will be external and independent of the charity. Any trustee may attend a meeting of the Committee, including those who are not members of the Committee. The Chief Executive Officer and Chair shall be in attendance if requested.

5. Frequency of meetings

- 5.1 A minimum of three times a year.

6. Quorum

- 6.1 At least three members.

7. Minutes of Meetings

- 7.1 The Group must have minutes that are entered in minute books at the Company office and copies of these minutes must be given to all Trustees.

8. Voting

- 8.1 A majority from members present with the Chair having casting vote if no majority.

9. Main duties

- i. To draft for recommendation appropriate employment policies for the Board to approve;
- ii. To draft selection and recruitment policies for the Board to approve;
- iii. To draft performance management processes and policies to ensure the effective running of the Board, Committees and staff to be agreed with the Chair and approval of the Board of Trustees;
- iv. To undertake on behalf of the Board of Trustees a transparent process to arrive at the level of remuneration and allowances and other terms and conditions of office of the Chief Executive Officer and make recommendation to the Executive Board for approval.
- v. Oversee on behalf of the Board of Trustees the implementation of all policies and processes relating to remuneration, HR and performance management.
- vi. Make recommendations to Full Partnership on the election and appointment of Trustees.
- vii. The Committee will report regularly and at least three times a year to the Board of Trustees.

3. Memorandum & Articles of Association

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
SOUTHEND EDUCATION TRUST**

1 April 2009

**Russell-Cooke LLP
2 Putney Hill
Putney
London
SW15 6AB
Tel : 020 8789 9111**

Company number: 5093237
Charity number: 1105064

THE COMPANIES ACTS

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF

SOUTHEND EDUCATION TRUST

1. Name of Charity and Meaning of Words

The name of the Charity is Southend Education Trust, called in this document "the Charity". Terms defined in the Charity's Articles of Association shall have the same meaning when used in this Memorandum as long as this meaning is consistent with the subject or context.

2. Registered Office

The registered office of the Charity will be in England and Wales.

3. Objects of the Charity

To advance education for the benefit of the public, in particular by providing and assisting with the provision of additional and/or new learning opportunities, and any other charitable purpose.

4. Powers of the Charity

4.1 The Charity has the following powers which may be used only to promote the Objects:-

- (a) to buy, take on lease, sell, lease, share or otherwise dispose of, hire, charge or mortgage or acquire property of any sort;
- (b) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- (c) to employ and pay any employees, officers, servants and professional or other advisers;

- (d) subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;
- (e) to give or receive guarantees or indemnities;
- (f) to promote or undertake study or research and disseminate the results of such research;
- (g) to produce, print and publish anything in any media;
- (h) to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- (i) to promote and advertise the Charity's activities;
- (j) to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves;
- (k) to undertake any charitable trust;
- (l) to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- (m) to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- (n) to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects;
- (o) to establish, support, federate with or join or amalgamate

with any companies, institutions, trusts, societies or associations;

- (p) to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- (q) to open and operate bank accounts and other banking facilities;
- (r) to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- (s) to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- (t) to insure any risks arising from the Charity 's activities;
- (u) to the extent permitted by law, to purchase indemnity insurance out of the funds of the Charity to indemnify any of the Trustees against any personal liability in respect of:
 - (i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity;
 - (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity;
 - (iii) any liability to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986.

Any such insurance in the case of (u) (i) or (u) (ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:

- (a) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);

- (b) any liability incurred by a Trustee in defending any criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him; or
- (c) any liability incurred by a Trustee to the Charity that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which he did not care whether it was in the best interests of the Charity or not.

Any insurance in the case of (u) (iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;

And to purchase out of the funds of the Charity any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

- (v) to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commission;
- (w) to pay all the expenses and costs of establishing the Charity;
- (x) to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (i) the Managers are properly authorised to carry on investment business;
- (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity;

- (iii) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them;
- (iv) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof;
- (v) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;
- (y) to permit any investments belonging to the Charity to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;
- (z) to do anything else within the law which helps promote the Objects.

5. Use of income and property

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity or Trustees, and no Trustee may be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity except as permitted by law or shown below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Charity or a Trustee receiving any benefit as a beneficiary.

6. Allowed Payments

- 6.1 The Charity may pay:-

- (a) Reasonable and proper payment to any officer, servant,

employee, professional or other adviser of the Charity who is not a Trustee for any services to the Charity.

- (b) Reasonable and proper remuneration of a Trustee for services actually rendered or goods supplied to the Charity or any subsidiary (save for services rendered in his capacity as a Trustee) PROVIDED THAT:-
 - (i) the number of Trustees so remunerated in any accounting period shall not exceed a minority of the Board of Trustees;
 - (ii) that no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Board of Trustees;
 - (iii) such Trustee shall not vote on any resolutions relating to his or her engagement by the Charity.
- (c) Reasonable interest on the money lent by any member of the Charity or any Trustee. The highest annual rate of interest that may be charged is two per cent below the base rate of one of the major clearing banks in the United Kingdom.
- (d) Reasonable out-of-pocket expenses to any Trustee.
- (e) Reasonable and proper payment to a company of which a Trustee holds not more than a hundredth of the capital.
- (f) Reasonable and proper rent of premises demised or let by any member of the Charity or Trustee.
- (g) To the extent permitted by law, reasonable and proper premiums in respect of any insurance policy authorised by this memorandum.
- (h) Any payment to a Trustee under the indemnity provisions in the Articles of Association.
- (i) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member of the Charity or Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment

or give any remuneration or a benefit to that member of the Charity or Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.

For the avoidance of doubt, any reference in clause 6.1 to allowed payments to a Trustee shall also include payments to a person connected to the Trustee.

7. Alterations to this Memorandum

7.1 No alterations to this Memorandum may be made which would cause the Charity to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution or written resolution. For a special resolution to be valid, 14 Clear Days' notice of it must be given specifying it as a special resolution and it will be passed as a special resolution if at least 75% of those voting vote in favour of it. Such a special resolution may be passed on shorter notice if 90% of the total number of members having the right to vote agree to such short notice.

7.2 Alterations may only be made to:

- (i) the Objects; or
- (ii) to any clause of this Memorandum or Articles which directs or restricts the way money or the property of the Charity may be used; or
- (iii) to any clause in this Memorandum or Articles which directs the application of property on dissolution; or
- (iv) to any clause in this Memorandum or Articles which gives Trustees or members any benefit

with the Charity Commission's prior written consent where this is required by law.

7.3 The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of the Memorandum issued must contain the alterations.

8. Limited Liability

8.1 The liability of the members is limited.

9. Guarantee by Members of the Charity

9.1 Every member of the Charity agrees to contribute to the Charity £1 or any smaller amount required if:-

- (a) the Charity is wound-up while he or she is a member or within a year afterwards; and
- (b) the Charity has debts and liabilities which it cannot meet out of its assets.

10. Winding-up of the Charity

10.1 If the Charity is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are similar or ancillary to those of the Charity and must prohibit the distribution of its income and property among its members to an extent similar to the restrictions in this Memorandum of Association.

10.2 The institution or institutions will be chosen by the Trustees of the Charity at or before the time when the Charity is wound-up or dissolved.

THE COMPANIES ACT

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF

SOUTHEND EDUCATION TRUST

Meaning of Words

1.1 In these Articles and the Memorandum the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.2	Words	Meanings
	Act	The Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time
	Articles	These Articles of Association
	Board	The Board of Trustees of the Charity, the members of which are the directors of the Charity and are charity trustees
	Chair	The Chair of the Board of Trustees. Where the Chair is unable to act, the term includes any person discharging the functions of the Chair.
	Charities Act	The Charities Acts 1992, 1993 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time
	Charity Commission	The Charity Commission of England and Wales

Clear Days	In relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates
Charity	Means the company regulated by these Articles
Month	Calendar month
Objects	The Objects of the Charity as defined in clause 3 of the Charity's Memorandum of Association
Office	The registered office of the Charity
Participating Organisation	Those organisations listed on the register of Participating Organisations
Regulations	Any rules, standing orders or regulations made in accordance with these Articles
Seal	The common seal of the Charity
Signed	Shall include faxes of signatures and other forms of authentication that are permitted by law
Taxable Trading	Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax
Trustees	The directors of the Charity
United Kingdom	Great Britain and Northern Ireland
in Writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax (to the

extent legally permissible)

- 1.3 Words in the singular form include the plural and vice versa.
- 1.4 The words “person” or “people” include corporations.
- 1.5 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.
- 1.6 Headings are not part of the Memorandum or Articles.

2. The Constitution of the Charity; Rights of Inspection

- 2.1 The Charity is established for the Objects.
- 2.2 A copy of the Memorandum and Articles and any Regulations must be available for inspection by the members of the Charity at the Office. Any member who requests a copy of the Memorandum and Articles of Association must be sent a copy.

3. Members and Patrons

- 3.1 The members of the Charity are those persons listed in the Charity's Register of Members
- 3.2 The number of members of the Charity is unlimited. They remain members until they cease to be members in accordance with these Articles.
- 3.3 The Charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.
- 3.4 Subject to the Act and any order of the courts, the register is available for inspection by the members of the Charity without charge and any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law.

4. Membership

- 4.1 The initial members are the subscribers who signed these Articles.
- 4.2 Membership is open to any individual aged 18 or over who are nominated by a Participating Organisation.
- 4.3 The Board may delegate the power to admit members.
- 4.4 A Trustee shall become a member on becoming a Trustee and shall cease to be a Trustee on ceasing to be a member.

5. No transfer of Membership

- 5.1 None of the rights of any member of the Charity may be transferred or transmitted to any other person.

6. Ending of Membership

- 6.1 A member stops being a member of the Charity if:
 - (a) the member resigns from membership by giving notice in

Writing to the Charity; or

- (b) membership is ended under Article 7; or
- (c) the member dies;
- (d) the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a member and the Board resolves to end membership. The notice must contain a warning that membership may be ended.

7. Removal from Membership

7.1 The Board may suspend the rights of any member by giving the member notice in Writing of the suspension. During suspension the member continues to be a member of the Charity for the purposes of the Act but does not have the right to vote on members' resolutions.

7.2 Within 28 days of receiving that notice the member can appeal in Writing to the Charity against the suspension. If no appeal is received within the time limit, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the Board or a committee appointed by the Board. The member has the right to be heard at the meeting or may make written representations. The meeting must either confirm the suspension, in which case membership ends, or lift the suspension.

Patrons

The Trustees may appoint Patrons of the Charity who shall have such duties as the Trustees may determine having consulted with the Patrons. Patrons shall be entitled to attend the Annual General Meeting of the charity and such other meetings as the Trustees shall determine having consulted with the Patrons. Patrons shall not have voting rights and may not be Trustees.

Associate Members

The Trustees may appoint Associate Members of the Company. Associate Members shall have no voting rights but shall have the right to be given notice of and to attend and be heard at General Meetings of the Company. Upon the invitation of the Trustees they may also have the right to attend and be heard at meetings of the Trustees. Associate members shall retain their status as such at the discretion of the

Trustees, and may be removed as Associate Members for any reason upon written notice from the Trustees.

Registers

The Trustees must cause the following registers to be maintained and kept at the Registered Office of the Charity:

- (a) a Register of Trustees;
- (b) a Register of Members;
- (c) a Register of Associate Members

8. General Meetings

8.1 Subject to Article 8.2, the Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

8.2 The first annual general meeting must be held within 18 months of the incorporation of the Charity.

9. Extraordinary General Meetings

9.1 All general meetings except annual general meetings are called extraordinary general meetings.

10. Calling of Extraordinary General Meetings

10.1 The Board may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if not less than ten percent of the members of the Charity request it in Writing, subject to the provisions of the Act.

11. Notice of General Meetings

11.1 An annual general meeting or an extraordinary general meeting must be called by giving at least 14 Clear Days' notice in Writing. These notices must specify the place, date, time and the exact details or general nature of any Special Business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with Article 53.

11.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed by 90 per cent of the members entitled to attend and vote at it.

11.3 At an extraordinary general meeting all business will be treated as Special Business. At an annual general meeting all business will be treated as Special Business except the consideration of accounts and balance sheets, the reports of the Trustees and auditors, the election of Trustees in place of those retiring, the election of Trustees appointed to fill a vacancy since the last Annual General Meeting, the appointment of auditors, and the fixing of the remuneration of the auditors.

12. Quorum

12.1 Business may be transacted at a general meeting only if a quorum of members is present in person or by proxy when the meeting begins to deal with its business. A quorum is two thirds of the members subject to a minimum of thirty-five.

13. Adjournment if no Quorum

13.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide.

13.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

14. Chair

14.1 The Chair (if any) of the Board should normally preside as Chair at every general meeting of the Charity. If there is no Chair, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the Chair of the meeting and in default the members at the meeting shall select a Chair.

15. Adjournment of the Meeting

- 15.1 The Chair may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 15.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

16. Voting on Resolutions

- 16.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the Chair or a member who is present. Members may vote by proxy.
- 16.2 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak vote and demand a poll at a meeting of the Charity.
- 16.3 The Board may by a resolution approved by 75% of the current membership of the Board authorise the use of a postal or electronic ballot for the election of Trustees. In the event that the Board so elects to hold an electronic ballot, it must inform the members that they have the right to choose whether to cast their votes electronically or by post.

17. Proxies

- 17.1 A person holding a proxy may vote on any resolution.
- 17.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out in Article 17.4 or in any usual or common form or in such other form as the Trustees may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of

the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting (excluding bank holidays and weekends).

17.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or (in the case of a poll taken more than 48 hours after it is demanded) before the time appointed for taking the poll.

17.4 A proxy in the following form will be acceptable:

“I
of
a member of ***[insert name of the Charity]***
hereby appoint
of
and failing him or her
of
as my proxy to vote for me on my behalf at the
[Annual/Extraordinary] General Meeting of the Charity to be
held on the _____ day of _____
and any adjournment thereof.

Signed on the _____ day of _____
”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

18. Postal or Electronic Voting

18.1 If the Board decides to hold a postal or electronic ballot for the election of Trustees in accordance with Article 16.3 above :

(a) members must be informed of the method and time limits for submitting nominations not less than 63 Clear Days before the relevant general meeting. Such notice may be in any communication including a publication sent to members;

- (b) nominations Signed by a member must be submitted in Writing to the Charity no later than 42 Clear Days before the date of the relevant general meeting;
- (c) ballot papers or directions for electronic voting shall be sent to all the members of the Charity no later than 21 Clear Days before the date of the relevant general meeting;
- (d) the ballot papers or directions for electronic voting shall include details of the deadline by which ballots must be returned to the Charity or electronic votes cast and shall inform the members that they have the choice as to whether to cast their votes electronically or by post;
- (e) the counting of the ballots will take place at or prior to the relevant general meeting but after the deadline referred to in (d) above;
- (f) the election of Trustees shall be carried by a simple majority of the votes cast and in case of equality of votes the Chair shall decide between those candidates by lot, and proceed as if the candidate on whom the lot falls had received an additional vote;
- (g) if the vote of any member voting by post or electronically is uncertain or spoilt, or if doubt arises as to the intention of the member so voting the Chair shall have an absolute discretion to reject the vote.

19. Declaration of Chair is Final

19.1 Unless a poll is demanded, the Chair's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

19.2 The demand for a poll may be withdrawn.

20. When a poll is taken

20.1 A poll must be taken immediately, if it is correctly demanded to elect a Chair or to decide upon an adjournment. Polls about other things will be taken whenever the Chair says so. Business

which is not the subject of a poll may be dealt with before or during the poll.

20.2 The Chair will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

21. Voting and Speaking

21.1 Every member including the Chair has one vote at general meetings. The Chair does not have a casting vote.

21.2 The auditor or reporting accountant has the right to attend and speak at general meetings.

21.3 A Trustee shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote at general meetings, unless the Trustee is also a member.

22. Written Agreement to Resolution

22.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- (a) it must be in Writing;
- (b) in the case of a special resolution it must be Signed by at least 75 per cent of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- (c) in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- (d) it may consist of two or more documents in identical form Signed by members;
- (e) the passing of the resolution must comply with any other requirements of the law from time to time.

23. Management by the Board

23.1 The business of the Charity is managed by the Board. They may pay all the expenses of promoting and registering the Charity. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a general meeting of the Charity.

24. Payment of Subscriptions

24.1 All members must pay the subscriptions (if any) that the Board decides from time to time. The Board may fix differing rates for subscriptions.

25. Indemnity of Trustees

25.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee may otherwise be entitled the Charity may indemnify every Trustee out of the assets of the Charity against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee save that no Trustee may be entitled to be indemnified:

- (a) for any liability incurred by him to the Charity or any associated company of the Charity (as defined by the Act for these purposes);
- (b) for any fine imposed in criminal proceedings;
- (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (d) for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;
- (e) for any liability which he has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him; and
- (f) for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.

25.2 To, and to the extent permitted by law from time to time, the Charity may provide funds to every Trustee to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee, provided that he will be obliged to repay such amounts no later than:

- (a) in the event he is convicted in proceedings, the date when the conviction becomes final;
- (b) in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
- (c) in the event of the court refusing to grant him relief on any application under the Act, the date when refusal becomes final.

26. Payment of reasonable expenses to Trustees

26.1 The Trustees may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Charity but shall not be paid any other remuneration except as permitted in the Memorandum of Association or by law.

27. The Keeping of Minutes

27.1 The Board must have minutes entered in the minute books:-

- (a) of all appointments of officers by the Board;
- (b) of the names of the Trustees present at each of its meetings and of any committee of the Board;
- (c) of all resolutions and proceedings at all meetings of:
- (d) (i) The Charity;
(ii) The Board; and
(iii) Committees of the Board.

28. The Make-up of the Board

28.1 The first Board consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Charity is formed or appointed by them. They hold office until the first annual general meeting. After that, the Board consists of:-

- (a) not less than three and no more than 13 persons elected by members of the Charity;
- (b) not more than three additional individuals co-opted at any time by the Board in accordance with Article 32.3.

28.2 Where there are no more candidates than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a ballot provided that a majority of the Board has approved the appointment of any such candidate.

The Board shall maintain a register of participating organisations which shall be open for inspection by members. The decision of the Board to admit or remove an organisation from participating status shall be final but it shall give any organisation not less than 21 days written notice of any proposal to remove an organisation and shall consider any written representations received during that period prior to deciding on removal.

29. Retirement of members of the Board

29.1 At each annual general meeting one-third of the elected Trustees for the time being or if their number is not three or a multiple of three, then the number nearest one third shall retire from office.

29.2 The Trustees to retire in every year shall be those who have been longest in office since their last election by the members, but as between persons who became Trustees on the same day those to retire shall (unless otherwise agree amount themselves) be determined by lot.

29.3 Subject to Article 29.4 a retiring Trustee shall be eligible for re-appointment by the Participating Organisation.

29.4 For the purposes of calculating whether a Trustee is due to retire under this Article, account shall not be taken of any time served by the Trustee before the adoption of these articles.

30. Change in composition of the Board

30.1 The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below three.

31. Notification of change of members of the Board to the Registrar of Companies

31.1 All appointments, retirements or removals of Trustees and the Company Secretary must be notified to the Registrar of Companies.

32. Co-option to the Board

32.1 The Board can appoint anyone to the Board. They will hold office until the next annual general meeting when they may be elected by the members unless they cease to be a Trustee prior to that by virtue of Article 33 or 34.

32.2 Such appointees may vote at meetings of the Board.

33. Ending of Board Membership

33.1 A Trustee ceases to hold office if he or she:-

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (b) becomes barred from membership of the Board because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- (c) becomes incapable whether mentally or physically of managing his or her own affairs; or
- (d) resigns the office by notice in writing to the Charity but only if at least three Trustees will remain in office when the resignation takes effect; or
- (e) is absent without notice from two consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign; or
- (f) is removed at the request of the Participating Organisation which nominated him or her; or

(g) is removed from office under Article 34;

34. Removal of a Trustee by a General Meeting

34.1 A general meeting of the Charity may remove any Trustee before the end of his or her period of office whatever the rest of these Articles or any agreement between the Charity and the Trustee may say.

34.2 Removal can take place only by the Charity passing an ordinary resolution saying so. Member(s) of the Charity must give a notice to the Charity of the intention to remove a Trustee and/or appoint a replacement. At least 28 Clear Days' notice must be given to the Charity and all other requirements of the Act must be complied with. Once the Charity receives such notice it must immediately send a copy to the Trustee concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Trustee may require it to be read to the meeting.

35. Meetings of the Board

35.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

35.2 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.

35.3 The Charity, if requested by the Chair or a Trustee, must summon a meeting of the Board.

35.4 Notice of a Board Meeting need not be given to any Trustee who is out of the United Kingdom.

35.5 Meetings may be held in person or by suitable electronic means (including by telephone) agreed by the Board in which all participants may communicate with all other participants.

36. Conflicts of Interest

36.1 Where the duty of a Trustee to avoid conflict of interest would otherwise be infringed in relation to a particular transaction or arrangement, the duty is not infringed if:

- (a) the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them;
- (b) any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee; and
- (c) the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted.

36.2 The Trustees shall also observe the rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest and every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict that he has.

37. Officers of the Board

37.1 The Board may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Trustees.

38. Quorum for the Board

38.1 The quorum necessary for business to be done at a Board meeting is a third of the Trustees subject to a minimum of five and where one third does not produce a whole number the quorum shall be the next higher whole number.

39. Vacancies on the Board

39.1 The Board may act despite any vacancy on the Board, but if the number of Trustees falls below the quorum, it may act only to summon a general meeting of the Charity or to appoint another Trustee.

40. A Resolution may be Approved by Signature Without a Meeting

40.1 A resolution in Writing Signed by all the Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

41. Validity of Acts Done at Meetings

41.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that he or she was disqualified, anything done before the discovery at any meeting of the Board is as valid as if there were no defect or disqualification.

42. Delegation by the Board

42.1 The Board may delegate the administration of any of its powers to one or more Trustees or committees consisting of one or more Trustees and any such committee or Trustee must conform to any rules that the Board imposes on it.

42.2 The Board may co-opt any person or people who are not Trustees to serve on the committee.

42.3 All acts and proceedings of the committee or Trustees must be reported to the Board as soon as possible.

43. Chair of Committees

43.1 A committee may elect a chair of its meetings if the Board does not nominate one.

43.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting.

44. Meetings of Committees

44.1 A committee may meet and adjourn whenever it chooses.

44.2 Questions at the meeting must be decided by a majority of votes of the members present.

44.3 A committee must have minutes entered in minute books.

Copies of these minutes must be given to all Trustees.

45. Appointment and Removal of the Company Secretary

45.1 To the extent required by law, the Charity must have a Company Secretary. The Board may appoint and remove the Company Secretary and may decide his or her period of office, pay (if not a Trustee) and conditions of service.

46. Actions of Trustees and Company Secretary

46.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.

47. The Seal

47.1 If the Charity shall decide to use a company seal the Board must provide safe custody of the Seal.

47.2 The Seal may only be used as the authority of the Board or of a committee authorised by the Board to use it.

47.3 Everything to which the Seal is affixed must be:-

- (a) signed by a member of the Board; and
- (b) countersigned by the Company Secretary or by a second Trustee or by some other person appointed by the Board for that purpose.

48. Proper Accounts must be Kept

48.1 Accounts shall be prepared in accordance with the Act.

49. Books must be Kept at the Office

49.1 The books of account must be kept at the Office or at other places decided by the Board. The books of account must always be open to inspection by Trustees.

50. Inspection of Books

50.1 The Trustees must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect a book of account or document of the Charity if the right is given by law or authorised by the Trustees or a general meeting.

51. Account and Returns

51.1 To the extent required by law, the Board must, for each accounting reference period, put before a general meeting of the Charity such reports, statements or accounts as are from time to time required by law, and must comply with all other legal requirements from time to time as to the circulation of such reports, statements or accounts to the members.

51.2 The Board must file with the Registrar of Companies and the Charity Commission all annual returns and other documents that are required to be filed.

52. Appointment of Reporting Accountants or Auditors

52.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

53. Service of Notices

53.1 The Charity may give notice to any member either:

- (i) personally; or
- (ii) by delivering it or sending it by ordinary post to the member's registered address; or
- (iii) if the member has provided the Charity with a fax number, by sending it by fax to that member. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or
- (iv) if the member has provided the Charity with an e-mail address, by sending it by e-mail to that address. This is subject to the member having consented to receipt of

notice in this way, where this is a legal requirement; or

- (v) in accordance with the provisions for notice on a website set out below

If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Charity for that purpose or in accordance with (i), (iii), (iv) or (v) above.

53.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Charity receives no indication that it has not been properly sent.

53.3 If sent by post in accordance with this Article, the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been properly sent.

53.4 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.

53.5 Where a member has informed the Charity in Writing of his consent, or has given deemed consent in accordance with the Act, to receiving notices from the Charity by means of a website, notice will be validly given if the Charity sends that member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notification must be sent in accordance with Article 53.1 and must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

54. Accidental Omission of Notice

54.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some

other similar reason. This does not invalidate the proceedings of that meeting.

55. Who is Entitled to Notice of General Meetings

55.1 Notice of every general meeting must be given to:-

- (a) every member (except those members who lack a registered address within the United Kingdom and have not given the Charity an address for notices within the United Kingdom and have not consented to receiving notice by email or fax);
- (b) the reporting accountants or auditor of the Charity;
- (c) all Trustees; and
- (d) all those with rights of nomination to the Board (if any).

55.2 No one else is entitled to receive notice of general meetings.

56. Alteration of the Articles

56.1 The Charity may alter these Articles only by a special resolution or by a written resolution. A special resolution must be passed at a meeting of members of which 14 Clear Days' notice has been given of the intention to pass a special resolution and at which at least 75% of those voting vote in favour of it. Such a resolution may be passed on shorter notice if 90% of members having the right to vote agree to such short notice.

56.2 No alteration may be made to an Article which directs or restricts the way money or property of the Charity may be used, or which directs the application of property on dissolution, or which authorises any benefit for Trustees or members without the Charity Commission's prior written approval where that is required by law.

56.3 The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of the Articles issued must contain the alterations.

57. Regulations

57.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

58. Dissolution of the Charity

58.1 The Board or a general meeting may decide at any time to dissolve the Charity. The Charity shall then call a meeting of all members entitled to notice of general meetings.

58.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association.

4. Memorandum & Articles of Association

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
SCOLLAR ASSOCIATES LIMITED**

6 November 2006

Company Number: 5989139

The Companies Acts 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

SCOLLAR ASSOCIATES LIMITED

Incorporated on 6 November 2006

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THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

SCOLLAR ASSOCIATES LIMITED



1. The Company's name is "SCOLLAR ASSOCIATES LIMITED".
2. The Company's registered office is to be situated in England and Wales.
 - 3.1 The object of the Company is to carry on business as a general commercial company.
 - 3.2 Without prejudice to the generality of the object and the powers of the Company derived from section 3A of the Act the Company has power to do all or any of the following things:-
 - 3.2.1 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - 3.2.2 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - 3.2.3 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed

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upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

3.2.4 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

3.2.5 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

3.2.6 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), 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 (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

3.2.7 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

3.2.8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

3.2.9 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

3.2.10 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

3.2.11 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

3.2.12 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

3.2.13 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

3.2.14 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

3.2.15 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

3.2.16 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

3.2.17 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

3.2.18 To give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary or fellow subsidiary company and to the husbands, wives, widows, widowers, children and other relatives and dependants of such persons; and to set up, establish, support and maintain superannuation and other funds or schemes

(whether contributory or non-contributory) for the benefit of any of such persons and of their husbands, wives, widows, widowers, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

3.2.19 To make payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law).

3.2.20 To support and subscribe to and make donations to any charity as permitted by this Memorandum of Association, whether by way of Gift Aid or otherwise, and for these purposes to make any donations or payments and to execute and carry into effect any agreements for payments to any such charity representing the whole or any part of the Company's distributable income by reference to one or more of its accounting periods or any other moneys, property or assets of the Company and otherwise generally to make any such donations on such terms as may seem expedient or desirable.

3.2.21 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition.

3.2.22 To procure the Company to be registered or recognised in any part of the world.

3.2.23 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

3.2.24 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

3.2.25 AND so that:-

3.2.25.1 None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.

3.2.25.2 The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons,

whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

3.2.25.3 In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the members is limited.

5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

6. The Company shall pay to the registered charity number 1105064 known as THE SCOLLAR TRUST, whether by way of Gift Aid or otherwise, such sum as, after due provision for the financial requirements of any business or businesses which are for the time being carried on by the Company, shall absorb or extinguish profits which otherwise would be available for distribution.

7. 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 the Charity.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers


Number of shares taken
by each Subscriber

THE SCOLLAR TRUST
MGI RICKARD KEEN
9 NELSON STREET
SOUTHEND-ON-SEA
ESSEX SS1 1EH.

100



SIGNED ON BEHALF OF:
THE SCOLLAR TRUST

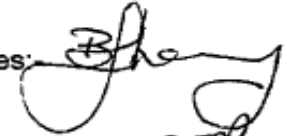

S. ROBERTS

Total Shares Taken

100

Dated 17/10/06.

Witness to the above Signatures:


BRENDA LONG
SOUTHEND EXCELLENCE CLUSTER
5th FLOOR CIVIC CENTRE
VICTORIA AVENUE
SOUTHEND-ON-SEA ESSEX SS26 6ER

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SCOLLAR ASSOCIATES LIMITED

1. PRELIMINARY

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

1.2 In these Articles the expressions:-

"the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"the Charity" means the registered charity number 1105064 known as THE SCOLLAR TRUST.

2. ALLOTMENT OF SHARES

2.1 Notwithstanding any other provisions contained in this article, the directors shall not be entitled to exercise any of the powers, authorities, rights or discretions conferred on them by this article without the prior consent of the Charity.

2.2 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to article 2.5 below) allot, grant options over

or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

2.3 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this article 2.3 shall have effect subject to section 80 of the Act.

2.4 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

2.5 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

3. SHARES

3.1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table

A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

4. GENERAL MEETINGS AND RESOLUTIONS

4.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

4.2 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 4.3 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

4.3 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

4.4 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

4.5 Regulations 40 and 41 in Table A shall not apply to the Company.

4.6 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 4.8 below.

4.7 Any decision taken by a sole member pursuant to article 4.6 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

4.8 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.

4.9 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.

4.10 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under

which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

5. APPOINTMENT OF DIRECTORS

5.1 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be two. Regulation 64 in Table A shall not apply to the Company.

5.2 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.

5.3 No person shall be appointed a director at any general meeting unless the appointment has been approved by the Charity and either:-

(a) he is recommended by the directors; or

(b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

5.4 Subject to article 5.3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

5.5 The directors may appoint a person who is willing to act to be a director and who has been approved by the Charity, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 5.1 above as the maximum number of directors and for the time being in force.

5.6 Notwithstanding any other provision of this article, the Charity may at any time appoint any person to be a director or remove any director from office howsoever appointed.

6. BORROWING POWERS

6.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue

debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

7. ALTERNATE DIRECTORS

7.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.

7.2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

8. PAYMENTS TO DIRECTORS, GRATUITIES AND PENSIONS

8.1 Notwithstanding any other provision of these Articles, no director who is a trustee of the Charity may receive any fees or remuneration nor be appointed to any paid employment with the Company but may receive genuine out-of-pocket expenses.

8.2 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits PROVIDED THAT no director who is a trustee of the Charity may receive any benefits by reason of the exercise of any such powers.

8.3 Regulations 82 to 86 (inclusive) in Table A shall be read and construed in accordance with this article 8 and regulation 87 in Table A shall not apply to the Company.

9. PROCEEDINGS OF DIRECTORS

9.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

9.2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

9.3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

10. THE SEAL

10.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

10.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

11. PROTECTION FROM LIABILITY

For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 309A(6) of the Act. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply:

11.1 the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability.

11.2 every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

11.3 regulation 118 in Table A shall not apply to the Company.

12. TRANSFER OF SHARES

12.1 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share.

12.2 No transfer of a share shall be registered without the prior consent of the Charity.

12.3 The first sentence of regulation 24 in Table A shall not apply to the Company.

13. THE CHARITY

13.1 Every approval, consent, or any appointment or removal of a director, under the powers conferred upon the Charity by these Articles shall be made by instrument in writing in the form of a copy of the specific resolution to that effect of the trustees of the Charity, duly certified by the chairman of trustees or the secretary of the Charity, and such instrument shall only take effect on the service thereof at the registered office of the Company. Every such instrument shall be annexed to the directors' minute book as soon as practicable after such service.

13.2 No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Charity has been obtained and any restriction imposed by these Articles shall be subject to the provisions of the Act.

Names and addresses of Subscribers

THE SCOLLAR TRUST
MRS RICKARD KEEN
9 NELSON STREET
SOUTHEND-ON-SEA
ESSEX SS1 1EH


SIGNED ON BEHALF OF:
THE SCOLLAR TRUST

S. ROBERTS



Dated 17/10/06

Witness to the above Signatures:-



BRENDA LONG
SOUTHEND EXCELLENCE CLUSTER
5TH FLOOR CIVIC CENTRE VICTORIA AVENUE
SOUTHEND-ON-SEA
ESSEX SS2 6ER

5. Register of Members, Associate Members, Patrons, Trustees and Participating Organisations

Participating Organisation	Name of Member	Trustee	Term of office ends as agreed on 28/04/2008
Barons Court Infant School	Gyl Wood		
Belfairs High School	John Duprey	John Duprey	1 July 2014
Blenheim Primary School	Marianne Turner	Marianne Turner	1 April 2012
Bournemouth Park Primary School	Angela Hutchinson	Angela Hutchinson	1 November 2013
Bournes Green Infant School	Amanda Keech		
Bournes Green Junior School	Rupert Snow		
Cecil Jones College	Pauline Harris		
Chalkwell Infant School	Elaine Palmer		
Chalkwell Junior School	Richard Spence		
Chase High School	Victoria Overy		
Darlinghurst Primary School	Bob Knight	Bob Knight	1 April 2011
Earls Hall Infant School	Matthew Badcock		
Earls Hall Junior School	Lynn Morris		
Eastwood Primary School	Cheryl Woolf		
Edwards Hall Primary	Jim Johnson		
Fairways Primary School	Lee Pinchback		
Friars Primary School	Jacqueline King		
Futures College	Simon Carpenter		
Hamstel Infant School	Lisa Clark		
Hamstel Junior School	Angela Savill		
Heycroft Primary School	Andrew Palmer		
Hinguar Primary School	Viv Stevens		
Kingsdown School	Margaret Rimmer	Margaret Rimmer	1 December 2011
Lancaster School	Philip Rodbard		
Leigh Infant School	Pauline Lucas		
Leigh North Street Junior School	Martin Frampton		
Local Authority	Jane Theadom	Jane Theadom	1 November 2013
Milton Hall Primary School	Debra Priest		
Our Lady of Lourdes Primary School	Margaret Sullivan		
Porters Grange Primary School	Ros Ferdinand		
Prince Avenue Primary School	William Hill		
Priory School	Elizabeth Baines		
Richmond Avenue Primary School	Dawn Dack		
Sacred Heart Primary School	Sally Nutman		
Shoeburyness High School	Mark Schofield		
Southend High School for Boys	Robin Bevan	Robin Bevan	1 April 2012
Southend High School for Girls	Alison Clewlow		
Southend Pupil Referral Unit	Rosemary Harron		
St. Bernard's High School	Pat Barron		
t. Christopher School	Jackie Mullan		
St. George's Catholic School	Paul Parascandolo		

St. Helen's Primary School	Elizabeth Mouchel		
St. Mary's Primary School	Frances Neil		
St. Nicholas School	June Mitchell		
St. Thomas More High School for Boys	Peter Travis		
Temple Sutton Primary School	Tim Barrett		
The Eastwood School	Neil Houchen		
Thorpe Greenways Infant School	Denise Knight		
Thorpe Greenways Junior School	Ashley Eastwood	Ashley Eastwood	1 April 2012
Thorpedene Primary School	Nick Booth		
West Leigh Infant School	Mary Clarke		
West Leigh Junior School	Cheryl Woolf	Cheryl Woolf	1 April 2012
Westborough Primary School	Jenny Davies		
Westcliff High School for Boys	Andrew Baker		
Westcliff High School for Girls	Paul Hayman		
Carillon	Franklin Hartle	Franklin Hartle	1 April 2012
Carillon	David Osborn	David Osborn	1 April 2012
Carillon	Lorraine O'Reilly		
Metal Culture	Colette Bailey	Colette Bailey	1 November 2013
Practical HR	Paula Fisher		
Associate Members			
Thorpe Hall	Chris Ramdin		
South East College	Jan Hodges		
Alley Court	Gareth Davies		
St Pierre School	Chris Perkins		
Patron	Dame Helen Mirren		
Patron	Lord Pete, Lord Lieutenant of Essex		

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Bob Knight – Darlington Primary School
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