

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 788782

The Registrar of Companies for England and Wales hereby certifies that
EWELL CASTLE SCHOOL LIMITED

having by special resolution changed its name, is now incorporated
under the name of
EWELL CASTLE SCHOOL

Given at Companies House, Cardiff, the 9th February 2006



C007887828



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

SPECIAL RESOLUTIONS
COMPANIES ACT 1985

COMPANY NUMBER 788782

COMPANY NAME Ewell Castle School Limited



At an Extraordinary General Meeting of the members of the above named company, duly convened and held at Glyn House, Church Street, Ewell, Surrey on 25th January 2006 the following special resolutions were duly passed:-

- "1. That the following be inserted as clause 3(H) of the Company's memorandum of association and that the existing clause 3(H) be re-numbered as clause 3(I):
- '(H)(1) *To obtain indemnity insurance for the members of the Governing Body or any other officer of the Company in relation to any such liability as is mentioned in clause 3(H)(2), but subject to the restrictions specified in clause 3(H)(3);*
- (2) *The liabilities referred to in clause 3(H)(1) are:*
 - (a) *any liability that by virtue of any rule of law would otherwise attach to the member of the Governing Body or other officer in respect of any negligence, default, breach of duty or breach of trust of him or her in relation to the Company;*
 - (b) *the liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading) or any statutory provision from time to time having similar effect.*
- (3)(a) *The following liabilities are excluded from clause 3(H)(2)(a):*
 - (i) *finer;*
 - (ii) *costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the member of the Governing Body or other officer;*
 - (iii) *liabilities to the Company that result from conduct that the member of the Governing Body or other officer knew or must be assumed to have known was not in the best interests of the Company or about which the person concerned did not care whether it was in the best interests of the Company or not.*
- (b) *There is excluded from clause 3(H)2(b) any liability to make such a contribution where the basis of the liability of the member of the Governing Body is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to*

acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.'

2. That the following be inserted after the final paragraph of clause 4 of the Company's memorandum of association:

'Provided also that no member of the Governing Body or other officer of the Company shall be required to account to the Company for any benefit conferred by the payment by the Company of any premium on any policy of insurance taken out in accordance with the powers contained in clause 3(H) of this memorandum nor for any payment to the member of the Governing Body or other officer by the insurer in accordance with the terms of any such policy.'

3. That clause 3 of the Company's memorandum of association be amended:

(i) by replacing the words:

*"3. The objects for which the Company is established are-
(A) To purchase or otherwise acquire ..."*

with the words:

"3. The objects for which the Company is established are to purchase or otherwise acquire ..."

(ii) by inserting the following words immediately after the end of Clause 3(A) (as it was so entitled before the previous change) of the memorandum of association:

"4. In addition to any other powers it may have, the Company has the following powers in order to further the objects (but not for any other purpose):"

Clauses 3(B) onwards (as they were so entitled before the previous changes, but taking account of the change referred to in resolution 1 above) of the memorandum of association being renumbered as Clauses 4(A) onwards.

4. That the words "(other than that of Headmaster of or Bursar to any school or college owned by the Company)," be deleted from clause 5 (re-numbered as above) of the Company's memorandum of association.
5. That the Company's name be changed to "Ewell Castle School".
6. That the Company's articles of association be amended as marked on the attached articles, a copy of which has been initialled by the chairman for identification."

Signature:.....
Chairman

25/01/2006.



30(5)(c)

Please complete in typescript,
or in bold black capitals.

CHWP001

Change of name omitting "limited" or "cyfyngedig"

Company Number

788782

Company Name in full

Ewell Castle School Limited

I, **DAVID CHARLES MARSHALL HILL**

of **11. BRECON CLOSE, WORCESTER PARK, SURREY KT4 8TW**

① Please delete as appropriate.

[a director][~~the secretary~~]* of the company do solemnly and sincerely
declare that the company complies with the requirements of section 30(3) of
the Companies Act 1985.

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

Declarant's signature

Declared at

EWELL CASTLE SCHOOL, CHURCH STREET, EWELL KT7 2AW.

Day Month Year

on

25 01 2006

② Please print name.

before me *

ANDREW JOHN LUTLEY

Signed

A. Lutley

Date

25/1/2006

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available, a
DX number and Exchange of the
person Companies House should
contact if there is any query.

AJ Lutley, Springfield, Rookery Hill,

Ashted Park, Ashted, Surrey

KT21 1HY

Tel 01372 279066

DX number

DX exchange



A25
COMPANIES HOUSE

A4ABXCKS
289
01/02/2006

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**