

The Companies Acts 1948 to 1976
Company limited by guarantee and not having a share capital
Memorandum of Association
of
St. John's School Trust (Sidmouth) Limited
Company number: 1326876

- 1 The name of the Company (hereinafter called "the Trust" is "ST JOHN'S SCHOOL TRUST (SIDMOUTH) LIMITED"
- 2 The registered office of the Trust will be situate in England
- 3 The objects for which the Trust is established are to promote and provide for the advancement of education by in particular but not exclusively providing playing fields to support St John's School, Sidmouth and in furtherance of these objects but not further or otherwise the Trust shall have the following powers
 - (A) To acquire carry on and develop the School undertaking at present carried on by The Trustees of the Congregation of the Religious of the Assumption of Our Lady at Sidmouth, Devon and to acquire take on lease tenancy agreement or licence any premises for the purposes of carrying on such undertaking
 - (B) To make amend or revoke or agree to the making amendment or revocation of any instrument articles or rules of Government or Management in connection with any school or schools or any establishment or establishments of further education and to appoint and dismiss governors or managers or other officers thereof and to do all such things as may be required by statute or regulations relating thereto
 - (C) To provide all appropriate books and equipment and boarding and other accommodation for teachers and students at any school owned taken on lease tenancy agreement or licence by the Trust
 - (D) To offer scholarships, exhibitions, prizes and rewards and to make grants and allowances to students or prospective students at any such school
 - (E) To offer scholarships and exhibitions and to make grants and allowances to any student or past student of any such school for the purpose of proceeding to any university or other educational establishment
 - (F) To make grants and allowances to any person engaged in the teaching profession for the purpose of training at any university or other educational establishment or attending any other training course whatsoever
 - (G) To provide playing fields, games, courts, recreation grounds and buildings, swimming baths and other accommodation in connection with sports, games and pastimes of all kinds at such school



- (H) To provide facilities for recreation and other leisure time occupation for children and young persons in the interests of their social welfare within the meaning of the Recreational Charities Act 1958 and as therein limited
- (I) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed necessary for the purpose of procuring contributions to the funds of the Trust in the shape of donations annual subscriptions or otherwise
- (J) To print and publish any newspapers magazines periodicals books or leaflets for the promotion of the objects of the Trust
- (K) To act as Trustees, Governors or managers of any real or personal property given or held upon trust for Charitable purposes
- (L) To accept gifts of any real or personal property for the general purpose of the Trust or for any other particular purpose thereof
- (M) To hold any securities or shares of, and to manage and conduct, any corporation or company which carries on or intends to carry on any such school or schools as aforesaid
- (N) To promote any charitable company or companies for the purpose of carrying on any school or schools or establishment or establishments of further education
- (O) To purchase, take on lease, tenancy agreement and licence or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Trust
- (P) To sell, let, mortgage, surrender, dispose of or turn to account all or any of the property or assets of the Trust as may be thought necessary with a view to the promotion of its objects
- (Q) To borrow or raise money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit and in particular by the issue of Debentures or Debenture Stock charged upon any or all of the property of the Trust
- (R) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit, but subject nevertheless to such conditions (if any) and with such sanction (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (S) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Trust's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Trust may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions
- (T) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Trust
- (U) To grant pensions and retirement benefits to or for employees or former employees of the Trust and to the widows, children and other dependants of deceased employees who are in necessitous circumstances, and to pay or subscribe to funds

or schemes for the provision of pensions and retirement benefits for employees and former employees of the Trust, their widows, children and other dependants

- (V) To amalgamate, affiliate or co-operate with and subscribe to any association, society or corporation whose objects shall be charitable and to purchase or otherwise acquire, and undertake all or any part of the property, assets, liabilities and engagements of any such association, society or corporation

PROVIDED that the Trust shall not amalgamate, affiliate with or subscribe to any association, society or corporation which shall not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof

- (AA) To appoint persons to work for the Trust and to dismiss them and to determine the payment of fees, Insurance and other remuneration to such persons
- (BB) To appoint Bankers and any other officers or agents whom the Trust deems it necessary to appoint
- (CC) To the extent that it may lawfully do so, to declare irrevocably that any part of the property of the Trust shall thenceforth be treated as a permanent endowment within the meaning of the Charities Act 1960 and so that any such declaration shall operate according to its tenor and the property affected by such declaration and the investment or investments and property from time to time representing the same shall thenceforth be held subject to the restriction that the capital thereof shall not be capable of being expended as if the same were income but without prejudice to any right which the Trust may have to vary the investments thereof
- (DD) To do all or any of the above things either alone or in conjunction with others and either by or through agents, trustees, or otherwise to do all such other lawful acts and things as shall further the attainment of the above objects or any of them

PROVIDED THAT (i) in case the Trust shall take or hold any property subject to any trusts the trust shall only deal with or invest the same in such manner as allowed by law having regard to such trusts

- (ii) the objects of the Trust shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
- (iii) unless otherwise required by law no part of the property of the Trust need be retained or shall be treated as a permanent endowment within the meaning of the Charities Act 1960 unless it be any property which is received and accepted as an endowment in accordance with Sub-Clause (L) of this Clause or which has been declared to be a permanent endowment in accordance with Sub-Clause (CC) of this Clause
- (iv) the Trust exists only for the purposes which are charitable and notwithstanding anything hereinbefore contained nothing shall be an object of the Trust which is not a charitable object
- (v) in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Directorate of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due

administration of such property in the same manner and to the same extent as they would as such Directorate have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners or the Secretary of State for Education and Science over such Directorate but they shall as regards any such property be subject jointly and to such control or authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts the Trust shall only deal with the same in such manner as may be allowed by law having regard to such trusts

- 4 (a) The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Trust

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Trust or to any member of the Trust in return for any service actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding nine per centum per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust, but that so no member of the Directorate of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Directorate, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust, Provided that the provisions last aforesaid shall not apply to any payment to any Company of which a member of the Directorate may be a member and of which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment

- (b) The income and property of the Trust in so far as they relate to St John's School, Sidmouth shall be applied for the benefit of that School and shall be managed by a Governing Body of that School so long as the School is solvent and fulfilling the purposes for which it is established

- 5 The liability of the members is limited

- 6 Every member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses, of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1

- 7 If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Trust, but shall after due provision has been made for the continuance of any pensions or allowances to retired employees of the Trust in accordance with any pension scheme for the time being in force at the date of liquidation, be given or transferred to The Trustees of the Congregation of the Religious Order of the Assumption of our Lady for its charitable educational purposes or some other christian charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof,

such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other christian charitable object

- 8 True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Trust and of the property, credits and liabilities of the Trust, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors
- 9 No alteration or addition shall be made to the Memorandum of Association without the prior consent in writing of the Charity Commissioners

NOTE By virtue of section 28 of the Companies Act 2006 the provisions of clauses 1 to 9 above are treated as provisions of the Articles of Association of the company