

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5937511

The Registrar of Companies for England and Wales hereby certifies that

THE FOUNDATION OF THE COLLEGE OF ST GEORGE, WINDSOR
CASTLE

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, London, the 15th September 2006



N05937511I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

5937511

Company Name in full

THE FOUNDATION OF THE COLLEGE OF ST GEORGE, WINDSOR
CASTLE

I, HANNAH MARY WHYATT

of 66 LINCOLN'S INN FIELDS, LONDON WC2A 3LH

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the
formation of the company] ~~XXXXXX~~
~~XXXXXX~~ and that all the requirements of the Companies Act
1985 in respect of the registration of the above company and of matters
precedent and incidental to it have been complied with.

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

3 LINCOLN'S INN FIELDS, LONDON, WC2A 3AA

Day Month Year

On 11 09 2006

† Please print name.

before me

CHARLOTTE ELLIS

Signed

Date

11/09/06

† 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.

Farrer & Co (Ref: JLH/HMW)
66 Lincolns Inn Fields
London
WC2A 3LH

Tel +44 (0)20 7242 2022

DX number 32

DX exchange Chancery Lane



LD1
COMPANIES HOUSE

1724
15/9/06

Laserform International 12/99

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



Please complete in typescript,
or in bold black capitals.

CHFP025

30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

5987511

Company Name in full

THE FOUNDATION OF THE COLLEGE OF ST GEORGE, WINDSOR
CASTLE

I, HANNAH MARY WHYATT

of 66 LINCOLN'S INN FIELDS, LONDON WC2A 3LH

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~XXXXXXXXXXXX~~
~~XX~~
~~XX~~
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

3 LINCOLN'S INN FIELDS, LONDON, WC2A 3AA

Day Month Year

on

11 09 2006

● Please print name.

before me ●

CHRISTINE EMMA ELLIS

Signed

Date

11/09/2006

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.

Farrer & Co (Ref: JLH/HMW)
66 Lincolns Inn Fields
London
WC2A 3LH

Tel +44 (0)20 7242 2022

DX number 32

DX exchange Chancery Lane



LD1
COMPANIES HOUSE

15/9/06

Laserform International 12/99

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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



10

- Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

5937511

Company Name in full

THE FOUNDATION OF THE COLLEGE OF ST GEORGE, WINDSOR CASTLE

Proposed Registered Office

(PO Box numbers only, are not acceptable)

2 The Cloisters

Windsor Castle

Post town Windsor

County / Region Berkshire

Postcode SL4 1NJ

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

x

Agent's Name Farrer & Co

Address 66 Lincoln's Inn Fields

Post town London

County / Region United Kingdom

Postcode WC2A 3LH

Number of continuation sheets attached

10

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Farrer & Co (Ref: JLH/HMW)
66 Lincolns Inn Fields
London
WC2A 3LH

Tel +44 (0)20 7242 2022

DX number 32

DX exchange Chancery Lane

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

le **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**



Company Secretary (see notes 1-5)

Company name The Foundation of the College of St George, Windsor Castle

NAME *Style / Title Miss *Honours etc LVO OBE

* Voluntary details

Forename(s) Charlotte Elizabeth

Surname Manley

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

☐

7 The Cloisters

Windsor Castle

Post town Windsor

County / Region Berkshire

Postcode SL4 1NJ

Country United Kingdom

I consent to act as secretary of the company named on page 1

Consent signature

Charlotte Manley

Date

7 September 2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title The Right Reverend *Honours etc

Forename(s) David John

Surname CONNER

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

☐

The Deanery

Windsor Castle

Post town Windsor

County / Region Berkshire

Postcode SL4 1NJ

Country United Kingdom

Date of birth

Day Month Year

06 04 1947

Nationality British

Business occupation

Dean of Windsor and Bishop to Her Majesty's Forces

Other directorships

I consent to act as director of the company named on page 1

Consent signature

David Conner

Date

7 September 2006

CHFP025

Company name

THE FOUNDATION OF THE COLLEGE OF ST GEORGE, WINDSOR CASTLE

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

B. Ed. (Oxon)

Forename(s)

JONATHAN ROGER

Surname

JONES

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

Head Master's House, St George's School

Windsor Castle

Post town

Windsor

County / Region

Berkshire

Postcode

SL4 1QF

Country

United Kingdom

Day Month Year

Date of birth

1 1 1 1 1 9 5 3 Nationality

British

Business occupation

Headmaster

Other directorships

Stormont School

St George's School Enterprises Limited

I consent to act as director of the company named on page 1

Consent signature

Date

7 September 2006

CHFP025

Company name

THE FOUNDATION OF THE COLLEGE OF ST GEORGE, WINDSOR CASTLE

NAME *Style / Title

*Honours etc

- * Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

THE RIGHT HONOURABLE THE LORD BINGHAM OF CORNHILL

NAME *Style / Title

*Honours etc KG

Forename(s)

THOMAS HENRY

Surname

BINGHAM

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

7 LANSDOWNE HOUSE

LONDON

Post town

County / Region

Postcode

W11 3LP

Country

UK

Day Month Year

Date of birth

1 3

1 0

1 9

3 3

Nationality

BRITISH

Business occupation

JUDGE

Other directorships

BRITISH INSTITUTE OF INTERNATIONAL AND COMPETITIVE LAW

I consent to act as director of the company named on page 1

Consent signature

Date

7 September 2006

CHFP025

Company name

THE FOUNDATION OF THE COLLEGE OF ST GEORGE, WINDSOR CASTLE

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Address ††



Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

THE HONOURABLE

*Honours etc

CM OOnt

Forename(s)

HILARY

Surname

WESTON

Previous forename(s)

Previous surname(s)

FRAYNE

Address ††



SELFRIDGES

400 OXFORD STREET

Post town

LONDON

County / Region

Postcode

W1A 1AB

Country

United Kingdom

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Date of birth

Day Month Year

1 2 0 1 1 9 4 2

Nationality

Canadian/Irish

Business occupation

Fashion Retailer, Philanthropist

Other directorships

Please see attached list

I consent to act as director of the company named on page 1

Consent signature

Date

Hilary M. Weston

7 September 2006

CHFP025

Company name

THE FOUNDATION OF THE COLLEGE OF ST GEORGE, WINDSOR CASTLE

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

KG, GCB, CVO

Forename(s)

FREDERICK EDWARD ROBIN

Surname

BUTLER

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

MASTERS LODGING

UNIVERSITY COLLEGE

OXFORD

OXFORDSHIRE

OX1 4BH

ENGLAND

Day Month Year

Date of birth

0 3 0 1 1 9 3 8

Nationality

BRITISH

Business occupation

MASTER, UNIVERSITY COLEGE OXFORD

Other directorships

PLEASE SEE ATTACHED

I consent to act as director of the company named on page 1

Consent signature

Butler of Brockwell

Date

7 September 2006

CHFP025

Company name

THE FOUNDATION OF THE COLLEGE OF ST GEORGE, WINDSOR CASTLE

NAME *Style / Title

*Honours etc

** Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Address ††

☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

KG, CH, GCMG, MC

Forename(s)

Peter Alexander Rupert

Surname

Carrington

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

☐

Post town

London

County / Region

Postcode

SW3 1LR

Country

United Kingdom

Day Month Year

Date of birth

0 6 0 6 1 9 1 9

Nationality

British

Business occupation

Director

Other directorships

Please See attached

I consent to act as director of the company named on page 1

Consent signature

Date

7 September 2006

CHFP025

Company name

THE FOUNDATION OF THE COLLEGE OF ST GEORGE, WINDSOR CASTLE

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Address ††

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

2 0 0 2

1 9 4 9

Nationality

BRITISH

Business occupation

COMPLIANCE OFFICER

Other directorships

PLEASE SEE ATTACHED

I consent to act as director of the company named on page 1

Consent signature

Date

7 September 2006

CHFP025

Company name

NAME *Style / Title

*Honours etc

- * Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

PHILIP ALAN

Surname

REID

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

X

BUCKINGHAM PALACE

Post town

LONDON

County / Region

Postcode

SW1A 1AA

Country

UK

Day Month Year

Date of birth

1

8

0

1

1

9

4

7

Nationality

BRITISH

Business occupation

KEEPER OF THE PRIVY PURSE AND TREASURER TO THE QUEEN

Other directorships

PLEASE SEE ATTACHED LIST

I consent to act as director of the company named on page 1

Consent signature

Date

Alan Reid

7 September 2006

CHFP025

Company name

THE FOUNDATION OF THE COLLEGE OF ST GEORGE, WINDSOR CASTLE

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

BARONESS

*Honours etc

Forename(s)

JUDITH ANN

Surname

WILCOX

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

17 GREAT COLLEGE STREET

Post town

LONDON

County / Region

Postcode

SW1P 3RX

Country

Date of birth

Day Month Year

3 1 1 0

1 9 3 9

Nationality

BRITISH

Business occupation

LEGISLATOR

Other directorships

PLEASE SEE ATTACHED

I consent to act as director of the company named on page 1

Consent signature

Date

7 September 2006

CHFP025

Company name

THE FOUNDATION OF THE COLLEGE OF ST GEORGE, WINDSOR CASTLE

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Air Chief Marshal Sir

*Honours etc

GCB, CBE, LVO, FRAes

Forename(s)

RICHARD

Surname

JOHNS

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

NORMAN TOWER

WINDSOR CASTLE

WINDSOR

BERKSHIRE

SL4 1NJ

United Kingdom

Day Month Year

Date of birth

2 8 0 7 1 9 3 9

Nationality

BRITISH

Business occupation

CONSTABLE & GOVERNOR, WINDSOR CASTLE

Other directorships

THE JOHNS' CONSULTANCY LIMITED

PLEASE ALSO SEE ATTACHED LIST

I consent to act as director of the company named on page 1

Consent signature

Date

CHFP025

Company name

THE FOUNDATION OF THE COLLEGE OF ST GEORGE, WINDSOR CASTLE

NAME

*Style / Title

*Honours etc

†† Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

KG

Forename(s)

JAMES HAMILTON

Surname

ABERCORN

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

OMAGH

County / Region

CO TYRONE

Postcode

BT78 4EZ

Country

NORTHERN IRELAND

Day Month Year

Date of birth

0 4 0 7 1 9 3 4 Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

PLEASE SEE ATTACHED

I consent to act as director of the company named on page 1

Consent signature

Date

7 September 2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>						
* Voluntary details	Forename(s)	<input type="text"/>								
	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	<input type="checkbox"/>								
		<input type="text"/>								
		<input type="text"/>								
	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	Business occupation	<input type="text"/>								
	Other directorships	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	Consent signature	<input type="text"/>	Date	<input type="text"/>						

This section must be signed by*Either***an agent on behalf
of all subscribers**

Signed	<input type="text" value="Hamer & Co"/>	Date	<input type="text" value="7 September 2006"/>
---------------	---	-------------	---

Or the subscribers*(i.e those who signed
as members on the
memorandum of
association).*

Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>

His Grace the Duke of Abercorn

**The Foundation of the College St George, Windsor Castle
Form 10 Continuation Sheet**

Other Directorships

Garrard Holdings Limited
Calor Gas, Belfast
Titanic Quarter, Belfast

Air Chief Marshal Sir Richard Johns

**Foundation of the College of St George, Windsor Castle
Form 10 Continuation Sheet**

Other Directorships

Royal Air Force Museum Enterprises Ltd
Windsor Theatre Limited
The Royal Air Force Museum Investments Limited
Hearing Dogs for Deaf People
The Portsmouth Grammar School

Judith Ann Wilcox

**Foundation of the College of St George, Windsor Castle
Form 10 Continuation Sheet**

Other Directorships

Johnsons Service Group plc
St Mary's School Wantage Trust Limited
The Royal National Mission to Deep Sea Fishermen
Cadbury Schweppes plc
Carpetright plc
Lapada Limited
St George's House Trust (Windsor Castle)
Foundation for Science and Technology

Philip Alan Reid

**Foundation of the College of St George, Windsor Castle
Form 10 Continuation Sheet**

Other Directorships

Royal Collection Enterprises Limited

The Royal Collection Trust

Flitcham Limited

Flitcham Nominees Limited

Canup Limited

KPMG Holdings plc

KPMG United Kingdom plc

KPMG Audit plc

Veritatem Secretaries Limited

K Advisers Limited

K Nominees Limited

KPMG Financial Manager Limited

KPMG Intermediate Limited

KPMG Overseas Holdings Limited

KPMG UK Limited

Nolan, Norton and Company Limited

Children's Garden Party Limited

Queen's Street Mutual Limited (Guernsey)

John Llywelyn Tracy Newbegin

**Foundation of the College of St George, Windsor Castle
Form 10 Continuation Sheet**

Other Directorships

Fullcrest Limited
Egarwise Nominees Limited
Rattner Mackenzie Limited
CMH Directors Limited
CMH Secretaries Limited
The Africa Foundation
CMH Nominees Limited

The Rt Hon the Lord Carrington

**Foundation of the College of St George, Windsor Castle
Form 10 Continuation Sheet**

Other Directorships

The Museum of Garden History
International Centre for Child Studies Limited
Christies International Europe Limited

The Rt Hon the Lord Butler of Brockwell

**Foundation of the College of St George, Windsor Castle
Form 10 Continuation Sheet**

Other Directorships

Imperial Chemical Industries plc
HSBC Holdings plc
The Ditchley Foundation
The Shakespeare Globe Trust

136961

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE



5937511

MEMORANDUM OF ASSOCIATION

- of -

THE FOUNDATION OF THE COLLEGE
OF ST GEORGE, WINDSOR CASTLE

Incorporated on

2006

1. Name

The name of the Charity is THE FOUNDATION OF THE COLLEGE OF ST
GEORGE, WINDSOR CASTLE.

2. Registered Office

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



3. Objects

The Objects are:

The furtherance of the Christian religion and the advancement of education by supporting and assisting the Dean and Canons of Windsor, St George's Chapel and Choir, St George's House, St George's School, the ecclesiastical patronages of the Dean and Canons of Windsor and all the charitable activities carried out in and around Windsor Castle, including:

- (a) the preservation, refurbishment, maintenance and improvement of the fabric of St George's Chapel and other buildings connected with those charitable activities;
- (b) the preservation of the heritage and traditions of the College of St George;
- (c) the provision, promotion and encouragement of music;
- (d) the promotion of debate and inter-cultural understanding; and
- (e) the preservation and conservation of the artefacts, manuscripts and books of the College of St George.

4. Powers

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 to promote or carry out research;
- 4.2 to provide advice;

- 4.3 to publish or distribute information;
- 4.4 to co-operate with other bodies;
- 4.5 to support, administer or set up other charities and undertake and execute charitable trusts;
- 4.6 to raise funds (but not by means of taxable trading);
- 4.7 to take and accept any gift of money, property or other assets, whether subject to any special trusts or not;
- 4.8 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act);
- 4.9 to acquire or hire property rights or privileges of any kind and to acquire, hire, construct, restore, improve, maintain and alter property of any kind;
- 4.10 to let, or dispose of, or turn to account, property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 4.11 to pay any rent and other outgoings and expenses and execute and do all such other instruments, acts and things as may be requisite in connection with the use, maintenance, upkeep, expansion, alteration or improvement of such property;
- 4.12 to make planning applications, applications for consent under bye-laws or building regulations and other like applications;
- 4.13 to purchase, lease or hire and operate and maintain any equipment necessary or convenient for the administration of the Charity;

- 4.14 to make grants or loans of money and to give guarantees, and in respect of grants or loans for institutions to accept as good discharge the receipt of the treasurer, secretary or other authorised officer of the institution;
- 4.15 to set aside funds for special purposes or as reserves against future expenditure;
- 4.16 to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 4.17 to deposit or invest funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary or appropriate and having regard to the suitability of investments and the need for diversification);
- 4.18 to delegate the management of investments to an investment manager, but only on terms that:
 - (a) the investment policy is set down in writing for the investment manager by the Trustees;
 - (b) every transaction is reported promptly to the Trustees;
 - (c) the performance of the investments is reviewed regularly with the Trustees;
 - (d) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (e) the investment policy and the delegation arrangement are reviewed at least once a year;

- (f) all payments due to the investment manager are on a scale or at a level which is agreed in advance and are notified to the Trustees on receipt;
 - (g) the investment manager must not do anything outside the powers of the Trustees;
- 4.19 to arrange for investments or other property of the Charity to be held in the name of a nominee company, being a corporate body registered or having an established place of business in England and Wales acting under the control of the Trustees or of an investment manager acting under their instructions, and to pay any reasonable fee required;
- 4.20 to deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian and to pay any reasonable fee required;
- 4.21 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.22 to pay for indemnity insurance for the Trustees;
- 4.23 subject to Clause 5, to employ paid or unpaid agents, staff or advisers;
- 4.24 to provide and contribute to superannuation or pension funds for the officers and servants of the Charity or any of them or otherwise to assist such officers and servants, their widows and children;
- 4.25 to enter into contracts to provide services to or on behalf of other bodies;
- 4.26 to arrange for the amalgamation of the Charity with any charitable organisation the purposes of which in the opinion of the Trustees are similar to the purposes of the Charity, either alone or as amalgamated;

- 4.27 either alone or jointly with others to establish or acquire subsidiary companies to assist or act as agents for the Charity;
- 4.28 to pay the reasonable and proper costs of forming and administering the Charity;
- 4.29 to do anything else within the law which promotes or helps to promote the Objects.

5. Benefits to Members and Trustees

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but:
 - (a) Members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - (b) Members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - (c) Members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and
 - (d) Members (including Trustees) who are also beneficiaries of the Charity may receive charitable benefits in that capacity.
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
 - (a) as mentioned in Clauses 4.22 (indemnity insurance), 5.1(b) (interest), 5.1(c) (rent), 5.1(d) (charitable benefits) or 5.3 (contractual payments);

- (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
- (c) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
- (d) payment to any company in which a Trustee has no more than a 1% holding; and
- (e) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).

5.3 A Trustee may not be an employee of the Charity, but a Trustee or a connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if:

- (a) the goods or services are actually required by the Charity;
- (b) the nature and level of the benefit is no more than is reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in Clause 5.4; and
- (c) no more than one half of the Trustees are interested in such a contract in any financial year.

5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee (other than a decision to exercise the power to purchase indemnity insurance for the Trustees contained in Clause 4.22), he must:

- (a) declare an interest before the meeting or at the meeting before discussion begins on the matter;

- (b) be absent from the meeting for that item unless expressly invited to remain in order to provide information;
- (c) not be counted in the quorum for that part of the meeting; and
- (d) be absent during the vote and have no vote on the matter.

5.5 This clause may not be amended without the written consent of the Commission in advance.

6. **Limited Liability**

The liability of Members is limited.

7. **Guarantee**

Every Member promises, if the Charity is dissolved while he remains a Member or within 12 months afterwards, to pay up to Ten Pounds (£10) towards the costs of dissolution and the liabilities incurred by the Charity while he was a Member.

8. **Dissolution**

8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be transferred to such of those charitable bodies named in the Objects as the Trustees may decide, in such proportions as the Trustees see fit, and in the absence of such a decision, to the Dean and Canons of Windsor.

8.2 A final report and statement of account must be sent to the Commission.

9. **Interpretation**

- 9.1 Words and expressions defined in the Articles have the same meanings in the Memorandum.
- 9.2 References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 9.3 Words importing the singular number only shall include the plural number, and vice versa.
- 9.4 Words importing the masculine gender only shall include the feminine gender.
- 9.5 Words importing persons shall include corporations.

We wish to be formed into a company under this Memorandum of Association.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

THE CORPORATE SEAL of THE DEAN
AND CANONS OF HER MAJESTY'S
FREE CHAPEL OF SAINT GEORGE
WITHIN HER MAJESTY'S CASTLE AT
WINDSOR was hereunto affixed in the presence of:

The Deputy
Windsor Castle
Berkshire
SL4 1NT

Witness Signature:

Charlotte Manley

Witness Name:

CHARLOTTE MANLEY

Address:

7 THE CLOISTERS, WINDSOR CASTLE, BERKSHIRE SL4 1NT

Occupation:

CHAPTER CLERK TO
THE DEAN AND CANONS
OF WINDSOR

DATED this 7th day of September

We wish to be formed into a company under this Memorandum of Association.

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CHAPTER CLERK TO
THE DEAN AND CANONS
OF WINDSOR

DATED this

7th

day of

September

2006

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

THE FOUNDATION OF THE COLLEGE
OF ST GEORGE, WINDSOR CASTLE

1. **Membership**

- 1.1 The Charity must maintain a register of Members in accordance with Section 352 of the Companies Act.
- 1.2 The sole Member of the Charity shall be the Dean and Canons of Windsor.
- 1.3 Membership is terminated if the Member concerned:
- (a) gives written notice of resignation to the Charity; or
 - (b) ceases to exist.
- 1.4 Notwithstanding Article 1.2, in the event that the Membership of the Dean and Canons of Windsor is terminated then, upon such termination, the Trustees who are in office at the time of the termination shall become the Members. Thereafter, the Members shall be the Trustees and the Membership of a Trustee shall commence upon appointment as a Trustee and shall terminate upon ceasing to hold that office.
- 1.5 The Trustees may establish different classes of Associate Membership and by regulation prescribe their respective rights, privileges, duties and the circumstances in

which their Associate Membership is terminated and set the amounts of any subscriptions.

- 1.6 Membership of the Charity is not transferable, but Associate Membership may be transferred with the consent of the Trustees.

2. General Meetings

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a Member organisation) by an authorised representative. General meetings are called on at least 21 clear days' written notice specifying the business to be discussed.
- 2.2 There is a quorum at a general meeting if the number of Members or authorised representatives personally present is at least one or (at any time at which the Members are the Trustees in accordance with Article 1.4) three.
- 2.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other Canon of Windsor nominated by the Chairman or, failing which, elected by the Dean and Canons of Windsor, presides at a general meeting.
- 2.4 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.
- 2.5 Except for the chairman of the meeting, who, in the event of an equality of votes, has a casting vote in addition to any other vote he may have, every Member present in person or through an authorised representative has one vote on each issue.
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose, the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.

2.7 Except in the first year, the Charity must hold an AGM in every year. The first AGM must be held within 18 months after the Charity's incorporation.

2.8 At an AGM the Members:

- (a) receive the accounts of the Charity for the previous financial year;
- (b) receive the Trustees' report on the Charity's activities since the previous AGM;
- (c) appoint auditors for the Charity; and
- (d) may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

2.9 Any general meeting which is not an AGM is an EGM.

2.10 An EGM may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least one Member.

2.11 In addition and without prejudice to the provisions of Section 303 of the Act, the Members may by ordinary resolution remove any Trustee before the expiration of his period of office and, subject to Article 4.5, may by ordinary resolution appoint in his stead another person who is suitably qualified in accordance with Article 3.2(c), though not elected by the Trustees, but any person so appointed shall hold his office only until the next Main Annual Meeting of the Trustees.

3. **The Trustees**

3.1 The Trustees as charity trustees have control of the Charity and its property and funds.

3.2 The Trustees when complete shall consist of at least three and not more than twelve individuals who shall comprise:

(a) The Dean of Windsor, who shall automatically be a Trustee by virtue of his office and shall automatically cease to be a Trustee upon ceasing to hold that office; and

(b) The following Nominated Trustees:

(i) One individual nominated by St George's House; and

(ii) One individual nominated by St George's School; and

(iii) One individual nominated by the Associate Members; and

(c) The following Elected Trustees:

(i) At least one and up to four individuals elected by the Trustees from among the Knights and Ladies (including Royal and Stranger Knights and Ladies) of the Garter; and

(ii) At least one and up to four individuals elected by the Trustees, who are independent of the College of St George, at least one of whom should be a member of the Royal Household.

3.3 For the purposes of Article 3.2, an individual who is independent of the College of St George means someone who is not:

(a) a Canon of Windsor;

(b) a Trustee, employee or member for the purposes of the Companies Act of St George's House;

- (c) a Trustee, employee or member for the purposes of the Companies Act of St George's School;
- (d) an Associate Member; or
- (e) an employee of the Dean and Canons of Windsor.

For the avoidance of doubt, someone who is a Military Knight of Windsor or an Honorary Member of the College of St George (as defined from time to time by the Dean and Canons of Windsor) shall be treated for the purposes of Article 3.2 as being independent of the College of St George.

- 3.4 Every Trustee after appointment must sign a declaration of willingness to act as a charity trustee of the Charity before he may vote at any meeting of the Trustees.
- 3.5 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 3.6 The Trustees may act notwithstanding any vacancies but, if the Trustees shall at any time be reduced to less than three, they may act only for the purposes of filling vacancies or of calling a general meeting.

4. Nominated Trustees

- 4.1 A Nominated Trustee nominated by St George's House or St George's School shall be nominated in accordance with such procedures as the charity trustees of St George's House and St George's School shall respectively determine.
- 4.2 A Nominated Trustee nominated by the Associate Members shall be nominated at an annual meeting of the Associate Members for which the Trustees shall make provision by regulation and in accordance with such procedures as the Trustees shall determine in such regulation.

- 4.3 Any nomination of a Nominated Trustee shall be notified to the Charity by notice in writing, addressed to the Chairman and signed on behalf of the relevant nominating body and the person being nominated (indicating his consent to the nomination). The appointment of the Nominated Trustee shall take effect upon receipt of the notice by the Chairman.
- 4.4 The period of office of a Nominated Trustee may be terminated by the withdrawal of his nomination by notice in writing, addressed to the Chairman and signed on behalf of the relevant nominating body, with a copy to the Nominated Trustee whose nomination is being withdrawn. The termination of office of such Nominated Trustee shall take effect upon receipt of the notice by the Chairman.
- 4.5 In the event that the term of office of a Nominated Trustee is terminated, in whatever manner, the relevant nominating body may nominate another individual to take the place of that Trustee.
- 4.6 Subject to Articles 4.4 and 6, a Nominated Trustee shall hold office for a period of three calendar years, commencing with the date on which his nomination is received by the Chairman. At the end of this term, a Nominated Trustee may be nominated for a further term of three years, provided that any Nominated Trustee who has held office for two consecutive terms shall not be eligible for further election until a period of one calendar year has elapsed since he last held office.

5. Elected Trustees

- 5.1 New Elected Trustees (save for those appointed pursuant to Article 5.4) shall be elected by the Trustees at the Main Annual Meeting of the Trustees.
- 5.2 Subject to Articles 5.3, 5.4 and 6, Elected Trustees shall hold office for a period of three years, commencing at the conclusion of the Main Annual Meeting of the Trustees at which they are appointed and terminating at the conclusion of the third

Main Annual Meeting of the Trustees following their election. At the end of this term, Elected Trustees may be elected for a further term of three years, provided that any Elected Trustee who has held office for two consecutive terms shall not be eligible for further election until a period of one calendar year has elapsed since he last held office.

5.3 The following individuals shall be the first Elected Trustees and shall be deemed to have been elected under these Articles:

- (a) Lord Carrington, Sir Richard Johns and Baroness Wilcox, who, subject to Article 6, shall serve for a term of three years, commencing with their appointment and terminating at the conclusion of the third Main Annual Meeting of the Trustees following their appointment;
- (b) The Duke of Abercorn, Lord Bingham and Mr Alan Reid, who, subject to Article 6, shall serve for a term of four years, commencing with their appointment and terminating at the conclusion of the fourth Main Annual Meeting of the Trustees following their appointment;
- (c) Lord Butler and Mrs Hilary Weston, who, subject to Article 6, shall serve for a term of five years, commencing with their appointment and terminating at the conclusion of the fifth Main Annual Meeting of the Trustees following their appointment.

Provided always, that at the end of their first term of office, the first Elected Trustees may be elected for a further term of three years, but thereafter any first Elected Trustee who has held office for two consecutive terms shall not be eligible for further election until a period of one calendar year has elapsed since he last held office.

5.4 The Trustees may at any time co-opt any individual who is qualified to be appointed as an Elected Trustee to fill a vacancy in the number of Elected Trustees or as an additional Elected Trustee, provided that the maximum number of Elected Trustees prescribed by these Articles is not exceeded. A co-opted Elected Trustee holds office

only until the next Main Annual Meeting of the Trustees, when he shall be eligible for election as an Elected Trustee. The term served by a co-opted Elected Trustee shall not be taken into account in determining the number of terms served by him for the purposes of Article 5.2.

6. Termination of Trusteeship

6. A Trustee's term of office automatically terminates if he:

- (a) is disqualified under the Charities Act from acting as a charity trustee;
- (b) dies or is incapable, whether mentally or physically, of managing his own affairs;
- (c) is absent from three consecutive meetings of the Trustees (unless a majority of the other Trustees resolve that he should remain in office);
- (d) resigns by written notice to the Trustees (but only if at least three Trustees will remain in office);
- (e) is removed by resolution of the Members;
- (f) (if relevant) ceases to be the nominee of St George's House, St George's School or the Associate Members.

7. Trustees' Meetings

7.1 The Trustees must hold at least three meetings each year, one of which must be the Main Annual Meeting of the Trustees for that year.

- 7.2 A quorum at a meeting of the Trustees is one half of the number of Trustees (provided that if one half of the number of Trustees is not a whole number, the number required for a quorum shall be rounded up to the next whole number).
- 7.3 The Trustees must hold a Main Annual Meeting of the Trustees in every year and shall specify the meeting as such in the notices calling it. The first Main Annual Meeting of the Trustees must be held within 18 months after the Charity's incorporation and thereafter no less than 11 and no more than 12 months shall elapse between Main Annual Meetings of the Trustees.
- 7.4 At a Main Annual Meeting of the Trustees, the Trustees:
- (a) accept the retirement of those Trustees who wish to retire or who are retiring at the end of their term of office;
 - (b) *elect Elected Trustees to fill any vacancies arising;*
 - (c) approve the accounts of the Charity for the previous financial year for presentation to the Members;
 - (d) approve the Trustees' report on the Charity's activities since the previous AGM for presentation to the Members;
 - (e) may discuss and determine any other business put before them.
- 7.5 A meeting of the Trustees or a committee constituted under Article 8.4 may be held either in person or by conference telephone or other suitable electronic means agreed by the Trustees, in which all participants may communicate with all the other participants. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Trustees or a committee (as the case may be) duly convened and held with such persons physically present.

- 7.6 The Dean of Windsor shall be the Chairman and shall preside at each meeting of the Trustees. If the Dean of Windsor is unable or unwilling to preside at a meeting of the Trustees, some other Canon of Windsor nominated by the Dean of Windsor or, failing which, elected by the Dean and Canons of Windsor shall preside.
- 7.7 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 7.8 Except for the chairman of the meeting, who (provided he is also a Trustee) in the case of an equality of votes is entitled to a casting vote in addition to any other vote he may have, every Trustee has one vote on each issue. For the avoidance of doubt, a Canon of Windsor nominated or elected to preside at a meeting of the Trustees pursuant to Article 7.6 shall not have a vote unless he is also a Trustee.
- 7.9 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

8. **Trustees' Powers**

The Trustees have the following powers in the administration of the Charity:

- 8.1 To appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act;
- 8.2 To appoint a Patron, President and Vice-Presidents of the Charity and to make regulations consistent with the Memorandum, the Articles and the Companies Act to govern their respective rights, privileges, duties and terms of office;
- 8.3 To appoint such honorary officers from among their number and/or others as they see fit;

- 8.4 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees;
- 8.5 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings;
- 8.6 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees;
- 8.7 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any) and to prescribe the respective rights, privileges and duties of Associate Members and the circumstances in which Associate Membership is terminated and to set the amounts of any subscriptions;
- 8.8 To establish procedures to assist the resolution of disputes or differences within the Charity;
- 8.9 To exercise any powers of the Charity which are not reserved to a general meeting.

9. **Records and Accounts**

- 9.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - (a) annual returns;

(b) annual reports; and

(c) annual statements of account.

9.2 The Trustees must keep proper records of:

(a) all proceedings at general meetings;

(b) all proceedings at meetings of the Trustees;

(c) all reports of committees; and

(d) all professional advice obtained.

9.3 Accounting records relating to the Charity must be made available for inspection by any Trustee or Member at any time during normal office hours.

9.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or Member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

10. Notices

10.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to Members or Associate Members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Charity.

10.2 The only address at which a Member is entitled to receive notice sent by post is an address shown in the register of Members.

10.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- (b) two clear days after being sent by first class post to that address;
- (c) three clear days after being sent by second class or overseas post to that address;
- (d) on the date of publication of a newspaper containing the notice;
- (e) on being handed to the recipient named in the notice (or, in the case of a Member organisation, its authorised representative) personally; or, if earlier,
- (f) as soon as the recipient named in the notice acknowledges actual receipt.

10.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

11. Dissolution

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

12. Interpretation

12.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

"AGM" means an annual general meeting of the Charity;

"the Articles" means the Charity's articles of association;

"Associate Member" and "Associate Membership" refer to a supporter who may be called a "member" but is not a Member of the Charity for the purposes of the Companies Act;

"authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary;

"Canon of Windsor" means a person who is a Canon of Windsor for the time being;

"Chairman" means the chairman of the Trustees;

"the Charity" means the company governed by the Articles;

"the Charities Act" means the Charities Act 1993;

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act;

"clear day" means 24 hours from midnight following the relevant event;

"the College of St George"	means the College of St George in Windsor Castle;
"the Commission"	means the Charity Commissioners for England and Wales;
"the Companies Act"	means the Companies Act 1985;
"connected person"	means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1% of the share capital;
"custodian"	means a person or body who undertakes safe custody of assets or of documents or records relating to them;
"the Dean and Canons of Windsor"	means the ecclesiastical corporation aggregate known as the Dean and Canons of Windsor established by Foundation Statutes of 1352;
"the Dean of Windsor"	means the person who is the Dean of Windsor for the time being or, at a time when there is no Dean of Windsor, the person who is the President of the College of St George for the time being;

"EGM"	means an extraordinary general meeting of the Charity;
"Elected Trustee"	means a person elected as a Trustee in accordance with Article 3.2(c);
"financial expert"	means a person who is reasonably believed by the Trustees to be qualified to give the relevant advice and/or provide the relevant services by his ability in and practical experience of financial and other matters relating to the investment;
"financial year"	means the Charity's financial year;
"firm"	includes a limited liability partnership;
"indemnity insurance"	means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
"Main Annual Meeting of the Trustees"	means a meeting of the Trustees held in accordance with Article 7.3;
"material benefit"	means a benefit which may not be financial but has a monetary value;
"member" and "membership"	refer to membership of the Charity for the purposes of the Companies Act ;

"Memorandum"	means the Charity's Memorandum of Association;
"month"	means calendar month;
"Nominated Trustee"	means a Trustee nominated as a Trustee in accordance with Article 3.2(b);
"the Objects"	means the Objects of the Charity as defined in Clause 3 of the Memorandum;
"Secretary"	means the company secretary of the Charity;
"St George's Chapel"	means St George's Chapel, Windsor Castle;
"St George's House"	means the registered charity known as St George's House Trust (Windsor Castle), registered charity number 1071186, company number 3597496;
"St George's School"	means the registered charity known as St George's School Windsor Castle, registered charity number 1100392, company number 4347052;
"taxable trading"	means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out of the Objects, the profits of which are subject to corporation tax;

"Trustee" means a director of the Charity and
"Trustees" means the directors;

"written" or "in writing" refers to a legible document on paper
including a fax message;

"year" means calendar year.

12.2 Expressions defined in the Companies Act have the same meaning.

12.3 References to an Act of Parliament are to that Act as amended or re-enacted from
time to time and to any subordinate legislation made under it.

12.4 Words importing the singular number only shall include the plural number, and vice
versa.

12.5 Words importing the masculine gender only shall include the feminine gender.

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THE DEANERY
WINDSOR CASTLE
BERKSHIRE
SL4 1NJ

Witness Signature:

Charlotte Manley

Witness Name:

CHARLOTTE MANLEY

Address:

7 THE CLOISTERS, WINDSOR CASTLE, BERK.

SL4 1NJ

Occupation:

CHAPTER CLERK TO THE
DEANS AND CANONS OF
WINDSOR

DATED this

7th

day of

September

2006

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

THE CORPORATE SEAL of THE DEAN
AND CANONS OF HER MAJESTY'S
FREE CHAPEL OF SAINT GEORGE
WITHIN HER MAJESTY'S CASTLE AT
WINDSOR was hereunto affixed in the presence of:

THE DEANERY
WINDSOR CASTLE
BERKSHIRE
SL4 1NJ

Witness Signature:

Charlotte Manley

Witness Name:

CHARLOTTE MANLEY

Address:

7 THE CLOISTERS, WINDSOR CASTLE, BERKSHIRE, SL4 1NJ

Occupation:

CHAPTER CLERK TO THE
DEAN AND CANONS OF
WINDSOR

DATED this

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