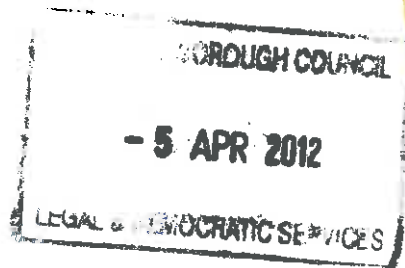




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4 April 2012

Dear Ms Lyons

Kettering Old Grammar School Foundation (Registered Charity Number 309903) (the "Foundation")

We are writing in relation to Kettering Borough Council's (the "**Borough Council**") right under the Charity Commission Scheme dated 2 July 1996 (the "**Scheme**") that governs the Foundation, to appoint three persons onto the body of Governors.

We are currently advising the Governors in relation to the incorporation of the Foundation. For a number of reasons, it is proposed that this will be achieved by establishing a company limited by guarantee at Companies House which will be appointed by way of Charity Commission Scheme as the corporate trustee of the Foundation (the "**Corporate Trustee**") in place of the existing individual Governors. We are currently in correspondence with the Charity Commission in relation to the proposed Scheme. The individuals who are currently Governors will become the directors of the Corporate Trustee. Whilst the Foundation's governing document will continue to be the Scheme, the articles of association of the Corporate Trustee (the "**Articles**") will set out provisions regarding the appointment of directors and proceedings of the directors.

Charity Commission Guidance makes clear the importance of charity trustees considering periodically whether the governing document of the charity needs to be updated to take account of changing circumstances. As well as taking the decision to incorporate, the Governors have therefore also taken this opportunity to consider whether the administrative provisions should be updated to reflect the current circumstances relating to the Foundation.

The Scheme currently provides that the body of Governors, when complete, shall consist of three individuals appointed by the Borough Council, two individuals appointed by Northamptonshire County Council (the "**County Council**") and eight individuals appointed by the Governors. The Governors consider that it would be in the best interests of the Foundation for the Articles to provide that future Governors would all be appointed by the Governors. This would mean that the Governors would have more flexibility to make appointments to ensure that there was a full range of skills needed on the Board of directors. A further advantage of this change would be that it would avoid any risk that the

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Corporate Trustee would be a local authority controlled or influenced company pursuant to Part V of the Local Government and Housing Act 1989 and therefore subject to the Local Authorities (Companies) Order 1995.

Please note that this change would not mean that the Governors currently appointed by the Borough Council would cease to hold office. The Articles are drafted in such a way that those individuals who are Governors at the date on which the Corporate Trustee is incorporated will continue to serve for the remainder of their terms. At the end of each of the Governor's current term, each would be eligible for re-appointment in accordance with the Articles save that appointments would be made by the Governors and not by the Borough Council or the County Council, as the case may be.

We would be grateful if you could let us know whether the Borough Council has any objections to the proposed changes outlined above. Please do not hesitate to contact me if you need any further information or if there are any points you would like to discuss.

The Governors are keen to proceed with the incorporation and we therefore look forward to hearing from you as soon as possible.

Yours sincerely

A handwritten signature in black ink that reads "Penelope Byatt". The signature is written in a cursive, flowing style.

Penelope Byatt
Associate
For and on behalf of Cobbetts LLP

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