



Central Foundation Schools of London

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Registered Charity No. 312695

5 November 2017

Mr P Sewell
Committee and Members Services Officer
Town Clerk's Department
Corporation of the City of London
PO Box 270
Guildhall
London
EC2P 2EJ

Clerk and Bursar to the Trustees: John Clark FCA

Dear Mr Sewell

Incorporation of the trustee body of The Central Foundation Schools of London ("the Foundation")

As you are aware, the Foundation benefits immensely from the expertise of the trustee appointed by the Corporation of the City of London to the trustee body of the Foundation.

The Foundation is currently governed by a Charity Commission scheme dated 21st May 2010 (the **2010 Scheme**) and the Corporation of the City of London currently has power to nominate 1 trustee under clause 8(1) of the Scheme.

I am writing to inform you that the trustees of the Foundation, an unincorporated charity, have resolved to incorporate the trustee body on the basis that to do so would be in the best interests of the Foundation. As you may know, many unincorporated charities are seeking to adopt a more modern incorporated structure which, in turn, gives some protection to the members and trustees of the charity. The intention is to do this by establishing a company limited by guarantee to act as the sole corporate trustee of the Foundation, and for all the trustees of the Foundation to serve instead as directors of the corporate trustee. Under the proposed structure, there would no longer be any individual trustees of the Foundation.

The Charity Commission has already agreed in principle to appoint the corporate trustee as sole corporate trustee of the Foundation, which will be done by scheme.

In order to give effect to the appointment of the corporate trustee in place of the individual trustees, it will be necessary to amend the 2010 Scheme to remove the current provisions relating to appointment and retirement of trustees including the power of the Corporation of the City of London to nominate a trustee. However, the trustees would very much like to have the Corporation of the City of London's continued involvement in the Foundation and so, in order to preserve your current power to nominate a trustee, we propose that your current power to nominate will be replaced by a new power in the Articles of Association of the new corporate trustee to appoint a director of the sole corporate trustee instead.

That is the purpose of my writing to you today. I have also written to each of the other bodies entitled to nominate trustees to the Foundation to seek their consent. The trustees very much hope that your governance involvement with the Foundation will continue.

I enclose a copy of the proposed Articles of Association of the sole corporate trustee for your reference. We have, so far as possible, replicated in the Articles the existing rights and powers of the Corporation of the City of London as set out in the Foundation's current 2010 Scheme. As mentioned above, the main change to note is that instead of having the right to appoint a trustee (because there would no longer be any individual trustees), the Corporation of the City of London would have the right to appoint a director to the board of the sole corporate trustee instead. The proposed new rights and powers are set out in Articles 22 to 24 of the enclosed Articles.

The Foundation would like to establish the corporate trustee as soon as possible, and the trustees would therefore be most grateful if you would confirm by 31 January 2018 at the latest, that you give your consent to amendment of the 2010 Scheme to remove the Corporation of the City of London's power to nominate a trustee and that you are happy to have, in place of that power, the proposed new rights and powers as set out in the enclosed Articles. **Please signify this consent by signing and returning the acceptance form at the end of the enclosed duplicate of this letter.**

If you have any questions regarding this matter, please contact John Clark on [REDACTED]

I look forward to hearing from you.

Yours sincerely

[REDACTED]
Lord Griffiths of Pembrey & Burry Port
Chair

Enc.