



A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
SPECIALIST SCHOOLS AND ACADEMIES TRUST

Number 2124695

Incorporated the 21st of April 1987

(As amended by Special Resolutions
dated 30 October 2000)

(As further amended by Special Resolutions
dated 4 November 2002)

(As further amended by Special Resolutions
dated 3 November 2003)

(As further amended by Special Resolution
dated 1 November 2004)

(As further amended by Special Resolutions
dated 27 September 2005)

(As further amended by Special Resolution
dated 6 November 2006)

(As further amended and adopted by Special Resolution on 14th November 2007)

(As further amended by Written Special Resolution on 3 April 2008)

(As further amended by Written Special Resolution on 24 June 2009)

L.W. Hay

INTERPRETATION

1. In these Articles where the context permits:

"Affiliation Scheme"	means the affiliation scheme referred to in Clause 3, paragraph (h) of the Company's Memorandum of Association and "Affiliated School" shall mean any school which has become affiliated to the Company by virtue of the Scheme from time to time known as the "Affiliation Scheme" under which any such School agrees to be bound by the terms and conditions of that Scheme as they shall from time to time apply;
"the Board"	means the Board of Directors of the Company and references to "members" of the Board shall be to its Directors.
"the Chairman"	the Chairman of the Board having the rights and responsibilities set out in Article 9.
"the Chief Executive"	the individual who for the time being holds the position of the chief executive of the Company;
"Companies Act 2006"	the Act of that name (also "the Act") which shall be deemed to include a reference to the corresponding provisions of the Companies Act 1985 prior to the Companies Act 2006 being brought into force in relation to the provision in question.
"the Council"	the meaning given to that term in the Articles of Association of the Company last amended on 6 November 2006 prior to the further amendments made to these Articles of Association by Special Resolution of the members of the Company dated 14th November 2007.
"the Department"	means the Department of Government for Children, Schools and Families and any Government Department which succeeds to or replaces that department (by whatever name that Department shall for the time being be called) and which has responsibility for secondary education in general and/or Specialist Schools and Academies.
"Directors"	means the Directors of the Company.
"the office"	means the registered office of the Company.
"Regions"	means each of the eleven administrative regions into which the Company has divided England being North East; North West; Yorkshire & Humberside; East Midlands; West Midlands; Eastern; South West 1;

South West 2; South Central; South East; London; and "Region" shall mean any of them.

"the seal"

means the common seal of the Company.

"the Secretary"

means any person appointed to perform the duties of the secretary of the Company.

"Sponsor"

means an individual, trust or corporation who/which, or whose firm or company, has provided gratuitous support in cash, goods, services or time to the Company or to a Specialist School or Academy.

"Specialist Schools and Academies"

means secondary schools and colleges offering a broad curriculum but with a strong emphasis on any of mathematics, science, technology, modern languages, visual and performing arts, business and enterprise, engineering, music, humanities, vocational studies, sports studies and such other subjects as may be introduced by the Government in their standards raising initiatives and, in each case, their practical applications.

"the United Kingdom"

means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act 2006 or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The number of members with which the Company shall be registered shall not exceed the number of members of the Board. All members of the Board shall be members of the Company. Every person so admitted shall first sign a written consent to become a member.
4. Unless the Board shall decide otherwise, a member of the Company who is a member of the Board shall cease to be one on the day on which he ceases to be a member of the Board unless he is re-appointed as a member of the Board on the same day provided that after any such cessation the number of members of the Company is not less than eight.

COMPOSITION, POWERS AND DUTIES OF THE BOARD

5.

- 5.1 The business of the Company shall be managed by the Board, who may exercise all such powers of the Company as are not, by the Companies Act or by these Articles, required to be exercised by the Company in General Meeting. Without prejudice to the generality of the powers of the Board, the Board shall be permitted to adopt such terms of reference consistent with its powers as it shall consider appropriate and shall conduct its business in accordance with such codes of conduct and of corporate governance (where appropriate duly adapted to its status as a registered charity) as it may consider appropriate but always in terms consistent with any financial memorandum or other document which records mandatory terms applicable in respect of the receipt and maintenance of Government grant for so long as such terms are applicable. No Director shall be allowed to appoint any alternate. That principle shall also apply with due alteration of detail to any committee of the Board.
- 5.2 The Board may, by power of attorney or otherwise, revocably appoint any one or more persons to be the agent(s) or attorney(s) of the Company for such purposes and on such conditions as the Board may determine, which may include the authority for the agent or attorney to sub-delegate all or any of his powers. Where the Board considers it expedient to do so, such power of attorney may be made subject to the laws of any jurisdiction in which it is to have effect.
- 5.3 The Board shall comprise not less than 8 and not more than 12 Directors. The first Directors shall be appointed by the Council acting by ordinary resolution, on the recommendations of the Interim Nominations Committee and on the recommendations of the Governance Committee of the Board, established as Committees of the Council in or about March of 2007 and in the manner referred to in Article 30.
- 5.4 A Director must be an individual aged 18 years or older. No person may be appointed as a Director if that individual would be disqualified from being a Director under Article 36. There shall be no maximum age limit applicable to any Director in respect of his term of office.
- 5.5 Each Director shall serve for a maximum single term of 3 years but may be reappointed by the Board if willing to serve for a further term of 3 years. The Board may extend the period of office of any director who has served two terms of three years for up to 12 months where the Board considers that such an extension is in the best interests of the Company in the light of the requirements of the Board for the relevant skills or functions which that Director has been discharging and to facilitate appropriate succession planning. Any vacancy among the Board by reason of the retirement, resignation, death, removal or disqualification of a Director may be filled by the Board co-opting an individual who meets the requirements of these Articles as a replacement Director. That person shall remain a Director for the balance of the period during which the Director who he has replaced would have continued to serve until the expiry of that retired director's term of office. The Board may determine on the occasion of the appointment of any Director that such Director will serve for such period, being shorter than 3 years as may be required to ensure that Directors' appointments do not expire at the same time. For that purpose, the Board may determine on the appointment of any Director that that individual's term of office shall expire by reference to a convenient date representing (as the case may be) the first, second or third anniversary of such individual's appointment or on the nearest

practicable date prior to such anniversary so as to ensure the staggering of terms of the relevant Directors and to facilitate continuity of the office of Directors on the Board.

- 5.6 Each Director shall as a condition of his appointment agree to be bound by the terms and conditions of his appointment which apply by virtue of (a) the requirement to adhere to the Memorandum and to these Articles of Association of the Company (b) his obligations as a "Charity Trustee" under the Charities Act 1993 and (c) such codes of conduct relating to the position of directors, including as regards the disclosure and management of any actual or potential conflicts of interest as the Board may from time to time adopt.
- 5.7 The Board shall give due consideration to any recommendations made by the General Advisory Council or by the Sponsors' Academies Advisory Council in the exercise of its functions conferred under these Articles but save in relation to its obligation to consult referred to in Articles 46.3 and 48.2, the Board shall not be bound by any recommendations or decisions of the General Advisory Council nor by those of the Sponsors' Academies Advisory Council.
- 5.8 A written resolution signed by all of those members of the Board entitled to receive notice of meetings of the Board shall be as valid and effective as if a meeting of the Board had been duly convened and held and may take the form of a separate written resolution in the same form signed by any one or more Directors. The Board may determine to hold a meeting by video or telephone conference facilities, subject to due notice being given of such Board meeting to all Directors entitled to receive it. Any meeting of the Board held by such means shall be as valid and effective as if all Board members had been physically present at such a meeting provided that the relevant conference facilities enable the Board members who participate in them to hear each other and to be heard.
- 5.9 The Directors and all members of sub-committees of the Board who are not directors shall be entitled to be paid or reimbursed all reasonable travel, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or of any meeting of any such sub-committee or otherwise in or about the discharge of their respective duties.

PROCEEDINGS OF THE BOARD

- 6. The Board may meet together for the despatch of business, adjourn, and otherwise regulate its meetings, as the Directors think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman, or in his absence either of the Vice Chairmen where presiding as Chairman of the meeting, shall have a second or casting vote. A Member of the Board may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Member of the Board for the time being absent from the United Kingdom. Meetings of the Board shall take place at least three times in each financial year of the Company unless the Board shall consider (on the advice of the Chief Executive) that there is insufficient business to require the holding of any particular Board meeting but otherwise the Board shall convene at such times, at such intervals and at such place(s) as it may consider expedient.
- 7. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and until so fixed shall be five Members of the Board personally present.

8. The continuing members of the Board may act notwithstanding any vacancy in their number, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Members of the Board, the continuing Member or Members of the Board may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

CHAIRMAN, VICE CHAIRMEN, AND CHIEF EXECUTIVE

9. The Board shall, at the first meeting of the Board following the 2007 Annual General Meeting of the Company elect a Chairman (and up to two vice chairpersons ("Vice Chairmen") to deputise for him in his absence) and determine the periods for which they are to hold office which shall not exceed 2 terms of 3 years in total. If no such chairman is elected, or if at any meeting neither the Chairman nor the relevant Vice Chairman is present within 15 minutes after the time appointed for holding the same, the Members of the Board present may choose one of their number to be chairman of that meeting.

In addition to chairing meetings of the Board, the Chairman and in his absence the either of the Vice Chairmen, shall have responsibility on behalf of the Board for:

- 9.1 recommending persons to be considered for appointment as Chief Executive by the Board provided that any person so recommended shall only be appointed by the Board to the position of Chief Executive after fair and open competition;
 - 9.2 representing the Company in conjunction with the Chief Executive in discussions with external bodies, including the Department;
 - 9.3 determining with the Chief Executive for the approval of the Board priorities for the Company's activities and those of its subsidiaries;
 - 9.4 assisting the Company in fundraising;
 - 9.5 chairing such of the Committees of the Board as the Board shall determine and agree with the Chairman and with each of the Vice Chairmen; and
 - 9.6 all other matters which, in the opinion of the Board, are considered to be beneficial to the objects of the Company.
- 10.
- 10.1 The Chief Executive as Accountable Officer in relation to the grant to the Company of Government funds is personally responsible to the Department for the efficient use of public monies and the administration of the affairs of the Company in accordance with all relevant legal requirements which apply to the Chief Executive as Accountable Officer.
 - 10.2 The Chief Executive shall not be a Director of the Company and shall have conferred upon him or her such day to day managerial powers in connection with the affairs of the Company as the Board shall think fit, including power to represent the Company in its dealings with all relevant third parties. The Board may empower the Chief Executive to sit in an ex officio non voting capacity on any of its Committees and the Chief Executive shall be entitled to be present at all meetings of the Board and may be invited by the Board to attend meetings of all or any of its sub-committees except

for any items of business which relate to the position or conduct of the Chief Executive or that individual's remuneration.

- 10.3 The Board may, in consultation with the Chairman and the Chief Executive, determine guidelines for the discharge of their respective responsibilities so as most expediently and effectively to assist in the attainment of the Company's objectives and in the implementation of its plans. The Chief Executive, without prejudice to the generality of those functions which may be conferred upon that individual, shall be responsible for the formulation for the approval of the Board of the Company's corporate plan for the relevant period covered by that plan and shall also be responsible on behalf of the Directors to the extent that the Board may consider appropriate for dealings with the Charity Commission and with the Department.
- 10.4 The Board may determine that any of the members of the senior management team of the Company (none of whom is a Director of the Company) shall have conferred upon them the title of "director" of the relevant function for which the individual has managerial responsibility for the Company, in all cases reporting to the Board. Such appointments shall not by reason of the conferral of such a title be taken to confer on any such individual the status of Director and member of the Board and no such individual shall be a member of the Board.

GENERAL PROVISIONS REGARDING COMMITTEES

11. The Board may delegate any of its powers to committees consisting of such of their number as they think fit with power to co opt non Directors to any such committee as provided for in Article 16 below. Any committee so formed shall in the exercise of the powers so delegated conform to the general terms of reference set out below in relation to those standing committees specifically referred to and/or determined by the Board and agreed with that Committee and with any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as is reasonably practicable. Such terms of reference may include such provisions in relation to the quorum requirements for each such Committee as the Board shall approve and the Board may authorise any such Committee (either generally in its terms of reference or specifically) to sit on the same occasion as one or more other committees of the Board (or on the same occasion as the Board itself) where this is considered by the Board to be expedient for the proper conduct of the business of the relevant committees and of the Board, subject to satisfaction of the quorum requirements which apply to each such committee. The Board may resolve that any committee of the Board shall no longer subsist or exercise any function which it has previously undertaken and may make provision for the Board itself to resume full and non - delegated responsibility for the matter(s) concerned or resolve that another pre existing or new committee of the Board shall assume responsibility for the matter(s) in question. For so long however as in the opinion of the Board it is a requirement of good governance of the Company, there shall subsist an Audit Committee, a Remuneration Committee and a Nominations Committee.
12. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
13. A committee may meet and adjourn as it thinks proper. Unless the Board determines otherwise in relation to a particular Committee when setting up or varying its terms of reference and in stipulating any requirements as to the manner in which such committee shall regulate its business, questions arising at any meeting of that Committee shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman of that Committee shall have a second or casting vote.

14. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or Committee Member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or relevant Committee Member.
15. A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members of the Board. This Article shall apply with due alteration of detail to any written resolution of any Committee of the Board.
16. In addition to its power to establish committees comprising members of the Board, the Board may from time to time establish a committee comprising persons some of whom are not members of the Board and delegate to it such of the Board's powers to operate and manage the Affiliation Scheme as the Board from time to time thinks fit. The committees established under this Article shall conform to any regulations imposed upon them by the Board and shall report all their proceedings to the Board as soon as is reasonably practicable.
17. The Board shall have power to appoint the members of each of its Committees and to fill any vacancy in that Committee arising from the death, retirement, resignation or expiry of the term of office of any member of any such Committee.
18. The Chief Executive, the Secretary or any other member of the senior management of the Company who is not a member of the Board may by invitation of the relevant Committee attend and speak at meetings of the Committee in respect of relevant business but shall not be members of any of the Committees and shall not be entitled to vote at them.
19. Minutes of meetings of each of the Committees shall be circulated to all Board members as soon as practicable following their respective meetings and such minutes shall not be required to be ratified by the Board.

FINANCE AND GENERAL PURPOSES COMMITTEE

20. Subject to Article 11, the Board may appoint a Finance and General Purposes Committee which if so appointed shall be a committee of the Board. Subject to any regulations that may be imposed from time to time by the Board pursuant to Article 11 (and without detracting from the Board's responsibilities under Article 5), the functions of the Finance and General Purposes Committee shall be such as the Board may determine for this committee and as shall be detailed in its specific terms of reference and this committee shall have delegated to it from the Board such powers as may reasonably be required for the performance of that committee's functions.
21. The Finance and General Purposes Committee shall consist of such individuals (including any individual appointed by the Board who is not a Board member) as the Board shall think fit and as may be most appropriate for the discharge of the remit of that committee.

AUDIT COMMITTEE

22. The Company shall have an Audit Committee chaired by a Director with appropriate experience appointed by the Board (if one has been appointed) and otherwise by a Director who has been appointed by the Board to chair that Committee. The remit of the Audit Committee is to oversee and advise the Board on the preparation of the Annual Report and

Accounts by the Auditors and to ensure that the Company complies with the main provisions of the principles of good corporate governance and risk management applicable to charities in so far as relevant to the Trust and with all applicable accounting standards, recommending the appointment (or as the case may be reappointment) of the Company's auditors and subject to the overall responsibility of the Chief Executive, overseeing the Company's internal audit arrangements. The full role of the Committee its duties and authority is subject to the provisions of these Articles, contained in its terms of reference which shall be approved by the Board.

REMUNERATION COMMITTEE

23. The Company shall have a Remuneration Committee which is responsible to the Board. The Committee shall report to the Board after each Committee meeting. It shall determine the policy on executive remuneration and specific remuneration packages for the Chief Executive. The full role of the Committee, its duties and authority is subject to the provisions of these Articles contained in its terms of reference which shall be approved by the Board.

NOMINATIONS COMMITTEE

24. The Company shall have a Nominations Committee chaired by either the Chairman or by one of the Vice Chairmen to review the composition of and succession to the Board within agreed terms of reference approved by the Board which are at all times subject to the provisions of these Articles. The Board shall not exercise its powers conferred under Article 5 to appoint any Director to replace any member of the Board without having received and considered the recommendations of the Nominations Committee in that regard. The Board shall not however be legally bound to accept the recommendations of that Committee in relation to any particular Board appointment. The Board shall ensure that the Nominations Committee adopts a fair and open process in connection with the making of recommendations to the Board for the appointment of Directors and where relevant members of any Committee of the Board who is not a Director and that the Nominations Committee and the Board itself shall adopt such best practices whether from the private sector, the public sector or both as it shall consider appropriate and conducive to the recruitment and retention of Directors and Committee members with skills and experience suited to the requirements of the Company's objects.

INVESTMENT COMMITTEE

25. The Company shall have an Investment Committee chaired by a Director with appropriate experience and expertise in investment matters and if there is no such Director, then by the Chairman or one of the Vice Chairmen. The remit of that Committee shall be to advise the Board with regard to the exercise by the Company of its investment powers and as regards the powers of the Company to appoint one or more investment managers in connection with the investment of the assets of the Company. That Committee shall be entitled, with the approval of the Board to co-opt on to that Committee up to 2 individuals who are not Directors who by their experience and expertise in investment matters can in the opinion of the Committee make a significant contribution to that Committee's deliberations. Subject to adherence to the policies laid down by the Board under clause 6 of the Memorandum, the Chairman of that Committee shall be at liberty to agree with any co-opted individuals who are so appointed such terms as to their remuneration (or as to compensation payable to the employers of such individuals in respect of their time and expertise) as that Committee shall think fit.

ACCOUNTS AND AUDITORS

26. The Board shall cause accounting records to be kept in accordance with the provisions of the Companies Act. The accounting records shall be kept at the registered office of the Company, and shall be open to the inspection of the officers of the Company and to its members as required by the Companies Act.
27. The Board shall from time to time in accordance with the provisions of the Companies Act, and all applicable accounting standards cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
28. A copy of the annual accounts and reports of the Company for each of its financial years must be sent to every member of the Company and to every holder of any debentures issued by the Company (if any) as required by Chapter 7 of the Companies Act 2006 and where the Board resolves to hold an Annual General Meeting, a copy of the annual accounts and reports for the relevant financial year shall be laid before that meeting.

AUDIT

29. Auditors shall be appointed for each financial year of the Company and their duties shall be regulated in accordance with the relevant provisions of the Companies Act 2006 and the Members by ordinary resolution shall have power to appoint and reappoint the Auditors or (as the case may be) appoint new Auditors in respect of any financial year and to fix their remuneration save in such circumstances referred to in Section 485 (4) (c) of the Companies Act 2006 in which the Directors may do so to fill a casual vacancy in the office of the auditor.

TRANSITIONAL PROVISIONS REGARDING THE COUNCIL

30. The Council as constituted under the Memorandum and Articles of Association of the Company as last amended on 6 November 2006 but prior to the amendments made by Special Resolution of the members of the Company passed at the Annual General Meeting on 14th November 2007 shall at all times up to and including that date (and for the purpose of giving effect to this Article) retain all its powers and functions and by ordinary resolution hereby appoints as the first Directors of the Company those individuals whose names and brief biographical particulars are annexed to the Notice of the Company's 2007 Annual General Meeting dated October 2007. With effect from the passing of those Special Resolutions contained in that Notice of Annual General Meeting under which the relevant amendments to these Articles of Association take effect, and after the passing of the above ordinary resolution, the Council shall cease to exist and all members of the Council other than those who are appointed by the Council in their capacity as Directors under these Articles as so amended shall resign with immediate effect as Directors or Officers of the Company.

DISCLOSURE AND MANAGEMENT OF CONFLICTS OF INTEREST

31. The Board and the respective members of the General Advisory Council and of the Sponsors' Academies Advisory Council shall observe such procedures and codes of conduct in connection with the disclosure and management of conflicts of interest as the Board may from time to time adopt, without prejudice to the obligation of all Directors to disclose any actual or potential conflicts of interest in accordance with Section 177 or 182 of the Companies Act. Without prejudice to the generality of the preceding obligations, and save as provided for and permitted in Clauses 5 or 6 of the Memorandum of Association, without the express prior

permission of the Board, each Director shall be absent from any part of any meeting at which there is a discussion of and shall not vote in relation to (a) any proposal to enter into any contract or arrangement with that Director under which there is conferred any benefit upon that individual (b) any other matter relating to any payment to or to the conferral of any other benefit on that Director by the Company or (c) any matter in respect of which that Director has declared a conflict of interest to the Board. These obligations are without prejudice to all obligations owed by each Director under the Companies Act.

32. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
33. The Board shall cause minutes to be made in books provided for the purpose:
 - 31.1 of all appointments of directors and officers of the Company made by the Board and of all members of all Committees of the Board;
 - 31.2 of the names of the members of the Board present at each meeting of the Board and at each Committee meeting;
 - 31.3 of all resolutions and proceedings at all meetings of the Company, and of the Board, and of committees of the Board.
34. A Member of the Board shall not vote in respect of any contract in which he is interested save insofar as may be permitted by Clauses 5 or 6 of the Memorandum of Association of the Company nor on any matter arising thereout, and if he does so vote his vote shall not be counted.

BORROWING POWERS

35. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION OF MEMBERS OF THE BOARD

36. The office of Member of the Board (and of any committee of the Board) shall be vacated if any of the following circumstances apply to that person and in which case that person shall cease to be member of the Company, namely where that person:
 - 36.1 has not attended personally for the whole or substantially the whole of at least two meetings of the Board in any Accounting Period or at least two meetings of a committee of the Board held in any Accounting Period on which that Director serves and without special leave of absence from the Board;
 - 36.2 has been convicted of any offence involving dishonesty or deception which is not a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974;
 - 36.3 has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged;

- 36.4 has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
- 36.5 has been removed from the office of charity trustee of this Company or of any charitable body by an order made:
 - 36.5.1 by the Commissioners under Section 16(1)(a) of the Charities Act 1993 (concurrent jurisdiction with High Court for certain purposes), or
 - 36.5.2 by the Commissioners under Section 18(1)(i), Section 18(2)(i) or Section 18(4)(a), (c), (d) or (e) of the Charities Act 1993 (power to act for protection of charities), or
 - 36.5.3 by the Commissioners under Section 20(1A)(i) of the Charities Act 1960 (power to act for protection of charities) or under Section 20(1)(i) of that Act (as in force before the commencement of Section 8 of the Charities Act 1992), or
 - 36.5.4 by the High Court,

on the grounds of any misconduct or mismanagement in the administration of the charity (including but not limited to this Company) for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated;
- 36.6 has been removed, under section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (powers of Court of Session to deal with management of charities), from being concerned in the management or control of any body;
- 36.7 is subject to a disqualification order under Section 12 of the Company Directors Disqualification Act 1986 (failure to pay under county court administration order) or an order made under Section 429(2)(b) of the Insolvency Act 1986 (disability on revocation of administration order against an individual);
- 36.8 resigns his office by notice in writing to the Company;
- 36.9 whether or not permitted by either or both of Clauses 4 and 5 of the Memorandum of Association of the Company is directly or indirectly interested in any contract with the Company but deliberately or negligently fails to declare the nature of his interest as required by Section 177 or 182 of the Companies Act or is otherwise in material or persistent breach of any such code of conduct as has been adopted by the Board under Article 31; or
- 36.10 is requested to resign by a resolution of the Board passed by a three fourths majority of the members of the Board present at a meeting of which at least fourteen days notice in writing indicating the intention to propose such resolution shall have been given;.
- 36.11 has been removed pursuant to Section 168 of the Companies Act 2006 ; or
- 36.12 has in the opinion of the Board based on appropriate medical evidence become mentally incapacitated from attending to his duties as a Director.

37. The Company may by extraordinary resolution remove any member of the Board before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between him and the Company.

SECRETARY

38. Subject to the provisions of the Companies Act 2006 the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any secretary so appointed may be removed by it. Provided always that no member of the Board may occupy the salaried position of Secretary.
39. A provision of the Companies Act 2006 or these Articles requiring or authorising a thing to be done by or to a member of the Board and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Board and as, or in place of, the Secretary.

GENERAL ADVISORY COUNCIL

40. There shall be a General Advisory Council ("the General Advisory Council") which shall consist of not more than 30 persons appointed by the Board so as to provide on that Council what in the judgment of the Board will constitute an appropriate and balanced representation among individuals drawn from the following groups and in such representative proportions as the Board should in its absolute discretion decide. Those groups comprise (a) individuals drawn from the Sponsors (b) individuals who are members of the governing bodies, or officers or senior executives of higher education institutions, local education authorities or other local or national educational institutions (including teacher unions) (c) individuals who are head teachers of Specialist Schools or Academies and so as to ensure appropriate representation from the Regions (d) such other individuals not falling within any of the above categories as the Board may determine to serve on the Council. The General Advisory Council shall not be a Committee of the Board. No member of the Board shall also be a member of the General Advisory Council but this shall not be taken to prevent the appointment by the Board from among the Directors of the Chairman of the General Advisory Council as provided for in Article 41.
41. The Board shall nominate from among the Directors, a chairman of the General Advisory Council and if the Board so determines a deputy chairman who shall serve for a term of one year or for such longer period (not exceeding that individual's term of office as a Director) as the Board, in consultation with the General Advisory Council may determine. The Director so appointed to be the chairman or as the case may be the deputy chairman of the General Advisory Council shall not be member of the General Advisory Council but shall chair that Council in an ex officio capacity.
42. The Board shall appoint the members of the General Advisory Council who will serve for a fixed term of 12 months or for such longer period as the Board may in any particular case allow. The Board shall also have power to fill any vacancy on the General Advisory Council resulting from the retirement, resignation or death of any General Advisory Council Member and shall exercise this power from each constituency as is referred to in Article 40 above and within the numerical constraints of that Article PROVIDED THAT so long as for the time being there are at least two General Advisory Council Members from each of those constituencies, no vacancy in any such constituency or otherwise on the Advisory Council shall prevent it from conducting its business. Any member of the General Advisory Council who becomes a Director shall cease to serve as a member of the General Advisory Council but shall not be prevented from serving as a non Director member of any committee of the

Board. The Board shall have the power to remove any member of the General Advisory Council where any such individual:

- 42.1 has failed to attend two or more consecutive meetings of the Advisory Council without special leave of absence from the Board or who has otherwise in the opinion of the Board persistently failed to attend to the business of that Council and other than in exceptional personal circumstances;
 - 42.2 has been convicted of any offence involving dishonesty or deception which is not a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974;
 - 42.3 in any of those circumstances referred to in Articles 36.3, 36.4, 36.5, 36.6, 36.7 and as if for this purposes those Articles applied to each General Advisory Council Member;
 - 42.4 where requested to resign by the Board in respect of any conduct (including non disclosure of any interest competing with that of the Company) which the Board considers incompatible with membership of the General Advisory Council;
 - 42.5 if in the reasonable opinion of the Board based on such medical evidence as it shall consider appropriate, the General Advisory Council member becomes mentally incapable of performing his functions.
43. The General Advisory Council, when exercising its powers of recommendation and in conducting its deliberations, shall act in the exclusive best interests of the Company. As a condition of appointment and as a continuing condition of membership of the General Advisory Council, each member shall disclose in writing to the Board any and all appointments, employments, directorships or offices which give rise to or could reasonably be considered to give rise to a conflict of interest with the interests of the Company. The Board may determine that any member of the Advisory Council should not take part in any deliberations or recommendations in connection with any matter or category of matter to which this Article applies.
44. The Chief Executive, the Secretary and other members of the senior management of the Company may by invitation of the General Advisory Council attend and speak at meetings of the General Advisory Council but shall not be entitled to vote at them. The Chairman of the Board and either of the Vice Chairmen shall have the right to attend and speak at any meeting of the General Advisory Council but no member of the Board shall also be a member of the General Advisory Council.
45. The Members of the General Advisory Council shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Advisory Council or any committee of the General Advisory Council or General Meetings of the Company or in connection with the business of the Company. The Company shall make available without charge all such meeting facilities and secretarial and administrative support as the members of the Advisory Council (or as the case may be the members of the Sponsors' Academies Advisory Council referred to in Article 48) may reasonably require to conduct their business within their terms of reference.
46. The functions of the General Advisory Council will be:
- 46.1 to advise the Board on good practice concerning and relevant developments within the secondary education sector, within the UK so as to inform the formulation and implementation by the Board of the strategy and policy of the Company, including in relation to any proposal by the Board in relation to new initiatives to be undertaken

by the Company and the preparation of the corporate plan of the Company in respect of the relevant period covered by that plan;

- 46.2 to consult with such governmental and other bodies in the secondary education sector (including without limitation the National Head Teachers Steering Group) as it may consider conducive to the performance of its functions and to be consulted on such matters within the General Advisory Council's sphere of expertise as the Board may think fit and in any such case to make such recommendations to the Board conducive to the attainment of the objects of the Company as the Advisory Council may think fit;
 - 46.3 to be consulted in relation to any proposed amendment to the Memorandum and Articles of the Company which would materially alter the roles and responsibilities, composition or terms of tenure of members of the General Advisory Council .
47. The General Advisory Council's powers are of an advisory nature only and shall not be binding on the Board or on the members of the Company, subject to the requirement to consult with the General Advisory Council under Article 46.3. The General Advisory Council may establish such working groups as the Council may consider appropriate for the conduct of its business. The General Advisory Council may regulate its proceedings as it thinks fit.

ACADEMIES' SPONSORS ADVISORY COUNCIL

48. Composition and remit of the Academies' Sponsors Advisory Council ("ASAC"):
- 48.1 In addition to the General Advisory Council, there shall be an Academies' Sponsors Advisory Council" whose members be appointed by the Board and shall comprise representatives of leading Sponsors of Academies. The maximum number of members of the ASAC shall be 15. The remit of the ASAC shall be to advise the Board in relation to such matters of establishment, sponsorship, finance, policy, buildings and other infrastructure, on proposed changes in legislation or Government policy or practice as regards the sponsorship of Academies and on such other matters which touch and concern the interests and sponsorship of Sponsors of Academies (or of particular Academies) and within such terms of reference as the Board may determine in consultation with the members of the ASAC.
 - 48.2 Articles 42 to 47 inclusive shall apply equally to the appointment of members of and to the proceedings and governance of the ASAC with due alteration of detail as they do to the General Advisory Council. The Board shall appoint the chairman of the ASAC and any deputy chairman from among the members of the ASAC, none of whom may also be a Director (though a member of the ASAC may serve as a non Director member of any Committee of the Board if so appointed). The ASAC shall have the right to be consulted by the Board in relation to any amendment to the Memorandum and Articles of the Company which would alter the roles and responsibilities of the ASAC and in relation to any proposed changes thereto which would alter the composition of the ASAC or the terms of tenure of its members.
 - 48.3 The Board shall be at liberty to consult each of the General Advisory Council and the ASAC separately or together in relation to the same matter, and at different times and in different manners as the Board shall consider most appropriate to the efficient and effective conduct of the business of the Company having regard to the respective remits and terms of reference conferred either generally or in relation to any particular matter on each such Council.

- 48.4 The powers of the ASAC are of an advisory nature only and shall not be binding on the Board or on the members of the Company save in relation to the requirement to consult with the ASAC so far as required under Article 48.3 above. The ASAC may establish such working groups as it may consider appropriate for the conduct of its business.

GENERAL MEETINGS AND WRITTEN RESOLUTIONS

49. If and to the extent that the Directors so resolve, the Company shall in each financial year of the Company hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Any Annual General Meeting shall be held at such time and place as the Board shall appoint. All members of the Company shall be entitled to attend the Company's Annual General Meeting. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
50. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 303 of the Companies Act. If at any time there are not within the United Kingdom sufficient members capable of acting to form a quorum, any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings of the Board may be convened by the Board. The Members may pass any resolution by written resolution in the manner permitted by Chapter 2 of Part 13 of the Companies Act 2006.

NOTICE OF GENERAL MEETING

51. Any general meeting of the Company shall be called by notice which complies with the requirements of the Companies Act 2006 and accordingly by notice of at least 14 days except where under that Act special notice is required of a resolution in which case a minimum of 28 days notice of the intention to move that resolution must be given by the Company or where any other minimum period is specified for any particular resolution of the Company in general meeting under that Act, then that minimum period shall apply. Each such notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held, and shall specify the place, the day and the hour of meeting and, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- 51.1 in the case of a meeting called as the Annual General Meeting, by all the members of the Company entitled to attend and vote thereat; and
- 51.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
52. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

53. The business to be transacted at any Annual General Meeting decided to be called by the Board shall be such business as the Board shall determine for this purpose but shall include consideration of the annual report and accounts of the Company.
54. No business shall be transacted at any General Meeting unless a quorum of members of the Company is present at the time when the meeting proceeds to business; save as herein otherwise provided, seven members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Company, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine.
55. The Chairman, if any, of the Board shall preside as chairman at every General Meeting of the Company, or if the Chairman is not present, then either or both of the Vice Chairmen.
56. If neither the Chairman nor either of the Vice Chairmen shall be present within fifteen minutes after the time appointed for the holding of the meeting or is willing to act the members present shall elect one of their number to be chairman of the meeting.
57. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
58. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - 58.1 by the chairman of the meeting; or
 - 58.2 by at least two members of the Company present in person or by proxy; or
 - 58.3 by any member or members present in person or by proxy and representing not less than one-sixth of the total voting rights of all the members of the Company having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

59. Except as provided in Article 60, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

60. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
61. A poll demanded on the election of the chairman of the meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
62. Subject to the provisions of the Companies Act 2006, a resolution (whether an ordinary or a special resolution) in writing signed by the requisite percentage specified in the Companies Act 2006 of those members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members.

VOTES OF MEMBERS OF THE COMPANY

63. Every member of the Company shall have one vote whether on a show of hands, a poll or by proxy.
64. No member of the Company shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company in respect of the amounts required to be paid in respect of his interest as a member of the Company have been paid.
65. On a poll votes may be given either personally or by proxy.
66. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
67. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
68. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"Specialist Schools and Academies Trust ("the Company")

I/We of being a member/members of the above named Company,
 hereby appoint of or failing him of
 as my/our proxy to vote for me/us on my/our behalf at the (Annual
 or Extraordinary, as the case may be) General Meeting of the Company to be held on the
 day of 2[], and at any adjournment thereof.

Signed this day of 2[]"

69. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"Specialist Schools and Academies Trust ("the Company")

I/We of being a member/members of the above named Company, hereby appoint of or failing him of as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of 2[], and at any adjournment thereof.

Signed this day of 2[]"

This form is to be used *in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

**Strike out whichever is not desired."*

70. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
71. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

PATRONS

72. The Board may from time to time invite Sponsors or other distinguished persons who support the activities of the Company and the Specialist Schools and Academies to serve as patrons of the Company. Patrons may be invited by the Board to major events of the Company but will not be entitled to attend Board Meetings, Board Committee meetings or General Meetings unless specifically invited to do so by the Board and will not have a vote at any such meetings they do attend. The position of Patrons shall be honorary and they shall have no liability for acts or omissions of the Company.

HONORARY PRESIDENT

73. The position of Honorary President originally created under Article 72 of these Articles prior to their amendment by Special Resolution of 14th November 2007 shall cease to have effect from that date.

THE SEAL

74. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a Committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Member of the Board and shall be countersigned by the Secretary or by a second Member of the Board or by some other person authorised by the Board for that purpose.

NOTICES

75. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Any such notices may also be given by the Company to any Member by electronic mail at the email address provided by that Member to the Company and where so sent shall be treated as received when sent to the correct email address in the absence of electronic notification to the sender of non receipt. All communications required or permitted to be provided under these Articles by or to the Board or by or to any Committee of the Board and by or to either of the Advisory Council or the Academies Advisory Council may be given and received by electronic mail, subject to the requirements of the Companies Act 2006.
- 76.
- 76.1 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
 - 76.2 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - 76.3 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - 76.4 the auditor for the time being of the Company;
 - 76.5 each Member of the Board; and
 - 76.6 any debenture holder of the Company.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

77. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.