

Company No: 5115594

Charity No: 1105922

THE COMPANIES ACTS 1985 AND 1989

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
FOLKESTONE ACADEMY**

Incorporated on 29 April 2004
(as amended by Written Resolution dated 20 January 2005
and Written Resolution dated 29 September 2005)

withers LLP

16 Old Bailey

London

EC4M 7EG

Tel: +44 (0)20 7597 6000

Fax: +44 (0)20 7597 6543

Ref: asp/rms/ac1



THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

FOLKESTONE ACADEMY

1. The Company's name is **FOLKESTONE ACADEMY** (and in this document it is called '**the Charity**').
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ('**the Objects**') are to advance for the public benefit education in the United Kingdom, in particular, but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing a school offering a broad curriculum with emphases on particular specialisms ('**the Academy**').
4. In furtherance of the above the Objects but not further or otherwise the Charity may exercise the following powers:
 - 4.1 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - 4.2 to raise funds (but not by means of carrying on a trade or business on a continuing basis which is for the principal purpose of raising funds rather than for the purpose of actually carrying out the Objects, unless the income of the Charity from that trade or business is exempt from tax by reason of any legislation or concession from time to time in force) and to invite and receive contributions whether in cash or in kind;
 - 4.3 to acquire or hire property of any kind and any interests in or rights over property of any kind;
 - 4.4 to sell, dispose of, let, mortgage or charge any property (including intangible property) of the Charity and to grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Charity (subject to such

consents as may be required by law);

- 4.5 to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- 4.6 to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects;
- 4.7 to consult, advise, co-operate with or assist others (whether local or national authorities, educational institutions, voluntary organisations or other persons or bodies) in any ventures or initiatives or any other matters which promote, directly or indirectly, any or all of the Objects;
- 4.8 to pay out of funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- 4.9 to establish maintain carry on manage and develop the Academy;
- 4.10 to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils;
- 4.11 to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- 4.12 to carry out research including, without limitation, into the development and application of new techniques in education and the Academy's approach to curriculum development and delivery and to publish the results of such research and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector, to the education of pupils in academies;
- 4.13 subject to such consents as may be required by law to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Charity may think fit;
- 4.14 to deposit or invest the monies of the Charity not immediately required for its operations in any manner as may be thought fit (including but not limited to the establishment of trading or other subsidiaries of any kind), subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

- 4.15 to delegate the management of investments to an individual, company or firm who is an authorised person or exempted person within the meaning of the Financial Services and Markets Act 2000 (a '**Financial Expert**'), on such terms as the governors think fit;
 - 4.16 to arrange for investments or other trusts to be held in the name of a nominee and the control of the governors or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
 - 4.17 to provide indemnity insurance to cover the liability of governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the governors knew to be a breach of trust or breach of duty or which was committed by the governors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the governors in their capacity as governors;
 - 4.18 to establish subsidiary companies to further any of the Objects or to assist or act as agents for the Charity;
 - 4.19 to act as trustee of special purpose trusts within the Objects;
 - 4.20 to set aside funds for special purposes or as reserves against future expenditure;
 - 4.21 to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no governor shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing in this document shall prevent the payment in good faith by the Charity:
- 5.1 of the usual professional charges for business done by any governor who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided

that at no time shall a majority of the governors benefit under this provision and that a governor shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

- 5.2 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a governor;
 - 5.3 of interest on money lent by any member of the Charity or governor at a reasonable and proper rate per annum not exceeding the published base lending rate of a clearing bank to be selected by the governors from time to time;
 - 5.4 of fees, remuneration or other benefit in money or money's worth to any company of which a governor may also be a member holding not more than one per cent of the issued capital of that company;
 - 5.5 of reasonable and proper rent (as determined by an independent valuer appointed by the Charity) for premises demised or let by any member of the Charity or a governor;
 - 5.6 to any governor of reasonable out-of-pocket expenses;
 - 5.7 of any premium in respect of any indemnity insurance to cover the liability of the governors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to any claim arising from any conduct which the governors knew or must be assumed to have known, was not in the interests of the Charity, or which the governors did not care was in the interests of the Charity or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending legal proceedings resulting from a criminal prosecution for an offence arising out of the fraud or dishonesty or wilful or reckless misconduct of the governors.
6. The liability of the members of the Charity is limited.
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. If the Charity is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by clause 5 and this clause 8, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.
9. No alteration or addition shall be made to or in the provisions of the memorandum or articles of association which would have the effect (a) that the Charity would cease to be a company to which Section 30 of the Companies Act 1985 applies; (b) which is inconsistent with the provisions of Section 64 of the Charities Act 1993; or (c) that the Charity would cease to be a charity.
10. Words and expressions defined in the articles of association of the Charity have the same meanings in this memorandum of association.

WE, the person whose name and address is written below wish to be formed into a company under this memorandum of association.

Signature, Name and Address of Subscriber

Name Roger De Haan
Address Flat 1 The Saga Building
 Middelburg Square
 Folkestone
 Kent CT20 1AZ

Dated 23 April 2004

Witness to the above signature:

Name Alexandra Lawton
Address 16 Old Bailey
 London EC4M 7EG
Occupation Solicitor

**THE COMPANIES ACTS 1985 AND 1989
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

FOLKESTONE ACADEMY

**(Amended by Written Resolution dated 20 January 2005
and Written Resolution dated 29 September 2005)**

INTERPRETATION

1. In the memorandum and these articles:

- | | |
|----------------------------|--|
| 'the Academy' | means Folkestone Academy as referred to in clause 3 of the memorandum and established by the Charity; |
| 'the Act' | means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force; |
| 'the articles' | mean these articles of association of the Charity; |
| 'Associated Person' | means a person who at the time in question |
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- | | |
|-------|---|
| (i) | is at that time an elected member of a Local Authority or has been an elected member of a Local Authority within the preceding 4 years; or |
| (ii) | is at that time an officer of a Local Authority; or |
| (iii) | is at that time both an employee and either a director manager secretary or other similar officer of a company which is under the control of a Local Authority for the purposes of section 69(5) LGHA; or |
| (iv) | is associated with a Local Authority by virtue of section 69(6) LGHA; |

‘clear days’	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;
‘executed’	includes any mode of execution;
‘the governors’ or ‘governing body’	means the governors appointed or elected under these articles, being the directors of the Charity. For the avoidance of doubt, the ‘governors’ from time to time are the charity trustees;
‘head teacher’	means the head teacher of the Academy from time to time;
‘King’s’	means The Kings School, Canterbury, registered at the Charity Commission with the number 307942 and with company number RC000301;
‘the LEA’	means Kent Local Education Authority;
‘LGHA’	means the Local Government and Housing Act 1989;
‘Local Authority’	has the meaning given to it by section 67(3) of LGHA;’;
‘member’	means a member of the Charity and someone who as such is bound by the undertaking contained in clause 7 of the memorandum;
‘the memorandum’	means the memorandum of association of the Charity;
‘office’	means the registered office of the Charity;
‘the Objects’	means the charitable objects of the Charity set out in clause 3 of the memorandum;
‘parent’	means a parent or carer with parental responsibility
‘Principal Sponsor’	means Roger De Haan, subscriber to the memorandum and articles;
‘Regulated Company’	means a regulated company within the meaning of Article 1(4) of

the Local Authorities (Companies) Order 1995 (SI 849);

'the seal'

means the common seal of the Charity if it has one;

'secretary'

means the secretary of the Charity or any other person appointed under article 66 to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

'Secretary of State'

means the Secretary of State for Education and Skills;

'Sponsor Governor'

a governor appointed by the Principal Sponsor pursuant to article 38;

'teacher'

means a teacher employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher;

'the Charity'

means the company intended to be regulated by these articles;

'the United Kingdom'

means Great Britain and Northern Ireland.

Words importing the masculine gender only shall include the feminine gender. Words importing the singular number only shall include the plural number, and vice versa.

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Any reference to 'person' or 'persons' includes natural persons, firms, partnerships, companies, corporations, associations, organisations, foundations and trusts (in each case whether or not having separate legal personality).

OBJECTS

2. The Charity is established for the Objects.

MEMBERS

3. The first member upon incorporation of the Charity shall be the Principal Sponsor.
4. Subject to article 6 as soon as reasonably practicable following incorporation, the following persons will be admitted to membership of the Charity:

- (a) up to 12 persons appointed by the Principal Sponsor;
 - (b) King's;
 - (c) one person appointed by the Secretary of State;
 - (d) the chair of the governing body;
 - (e) any person appointed under article 9.
- 5. Appointments made under this article shall be in writing to the secretary.
- 6. No person shall be admitted to membership of the Charity:
 - (a) in circumstances where such admission would cause the Charity to become a Regulated Company; and
 - (b) if that person is an Associated Person, unless such appointment is approved in writing in advance by Kent County Council.
- 7. Each of the persons entitled to appoint members in article 4 shall have the right from time to time by written notice delivered to the secretary to remove any member appointed by them and to appoint a replacement member to fill a vacancy whether resulting from such removal or otherwise.
- 8. If any of the persons entitled to appoint members in article 4 die or become legally incapacitated their right to appoint members under these articles shall vest in the remaining members.
- 9. Subject to article 6 the members may agree unanimously in writing to appoint such additional members as they think fit and may unanimously in writing agree to remove any such additional members.
- 10. Every person nominated to be a member shall either sign a written application to become a member or sign the register of members on becoming a member.
- 11. A member shall cease to be one immediately upon written resignation or upon the receipt by the Charity of a notice in writing signed by the person or persons entitled to remove him under articles 7 or 9 provided that such notices shall not take effect:
 - (a) if the resignation in question would leave less than three members; and/or

- (b) the resignation in question would result in the Charity being a Regulated Company.

GENERAL MEETINGS

12. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the governors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
13. The governors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall proceed to convene an extraordinary general meeting for a date not later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient governors to call a general meeting, any governor or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

14. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a governor shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- 14.1 in the case of an annual general meeting, by all the members entitled to attend and vote;
and
- 14.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meetings of all the members.
15. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall in accordance with the Act be given to all the members, to the governors and auditors.

16. 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 MEETINGS

17. No business shall be transacted at any meeting unless a quorum is present. A member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of members for the time being, whichever is the greater, shall constitute a quorum. In the event that there are less than two members the quorum shall be one.
18. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the governors may determine.
19. The chairman, if any, of the governors or in his absence some other governor nominated by the governors shall preside as chairman of the meeting, but if neither the chairman nor such other governor (if any) be present and willing to act within fifteen minutes after the time appointed for the holding of the meeting, the governors present shall elect one of their number to be chairman and, if there is only one governor present and willing to act, he shall be the chairman.
20. If no governor is willing to act as chairman, or if no governor is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
21. A governor shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
22. The chairman may, with the consent of a 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 which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

23. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 23.1 by the chairman; or
 - 23.2 by at least two members having the right to vote at the meeting; or
 - 23.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
24. Unless a poll is demanded a declaration by the chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
25. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
26. Except as provided in article 28, if a poll is demanded it may be taken in such manner as the chairman directs but the chairman has no authority in exercising this power to extend the poll to members who are not present at the meeting in question. The result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
28. A poll demanded on the election of the chairman or on a question of adjournment of a meeting must be taken immediately. A poll demanded on any other question shall be taken at such time and place as the chairman directs not being more than thirty days after the poll is demanded. If there is an interval before the time for closing the poll, the meeting may deal with any business other than business being determined by the poll.
29. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

30. Subject to article 27, on the show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
31. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the governors of the authority of the person claiming to exercise the right to vote shall be deposited in such manner as the governors may from time to time determine and in default the right to vote shall not be exercisable.
32. No member shall be entitled to vote at any general meeting unless any moneys then payable by him to the Charity have been paid.
33. No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
34. An instrument appointing a proxy shall be in such form and be deposited in such manner as the governors may determine from time to time.
35. Any organisation which is a member of the Charity may by resolution of its board of governors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Charity.

GOVERNORS: APPOINTMENT, TERM OF OFFICE AND REMOVAL

36. Subject to articles 37 and 38, the number of governors (excluding additional governors, if any, appointed under article 50) shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
37. The first governor shall be the Principal Sponsor who shall be deemed to have been appointed

under article 38 as a Sponsor Governor.

38. As soon as is reasonably practicable following the incorporation of the Charity, the following governors shall also be appointed:
- (a) four Sponsor Governors;
 - (b) one governor appointed by King's;
 - (c) any co-opted governor appointed under article 42;
 - (d) one governor appointed by the LEA;
 - (e) a parent governor elected under arrangements made under article 43 to 47; and
 - (f) any additional governor appointed under article 50;
39. Each of the persons entitled to appoint governors in article 38 shall subject to the provisions of the Act and article 40 have the right from time to time by written notice delivered to the secretary to remove any governor appointed by them and to appoint a replacement governor to fill a vacancy whether resulting from such removal or otherwise.
40. No person shall be appointed as a governor:
- (a) in circumstances where such appointment would cause the Charity to become a Regulated Company; and
 - (b) if that person is an Associated Person, unless such appointment is approved in writing in advance by Kent County Council.
41. Every person proposed to be appointed as a governor shall sign a declaration in such form to be determined by the governing body from time to time consenting to act as a governor.
42. The governing body (other than any co-opted governors) may appoint such number of co-opted governors as it shall from time to time determine.
43. Subject to article 44, the parent governor shall be elected by parents of registered pupils at the Academy. A parent governor must be a parent of a registered pupil at the Academy at the time when he is elected.
44. If no such parent stands for election, the governing body shall appoint as parent governor a

person who is such a parent, or where it is not reasonably practicable to do so, a parent of a child of compulsory school age.

45. The governing body shall make all necessary arrangements for, and determine all other matters relating to, any election of the parent governor, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of the parent governor which is contested shall be held by secret ballot.
46. The arrangements made for the election of the parent governor shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post, or if he prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.
47. Where a vacancy for a parent governor is required to be filled by election, the governing body shall take such steps as are reasonably practicable to ensure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate and vote at the election, and given an opportunity to do so.

APPOINTMENT OF ADDITIONAL GOVERNORS

48. The Secretary of State may give a warning notice to the governing body where:

48.1 he is satisfied:

- (a) that the standards of performance of pupils at the Academy are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article 50; or
- (b) that there has been a serious breakdown in the way the Academy is managed or governed which is prejudicing, or likely to prejudice, such standards of performance; or
- (c) that the safety of pupils or staff of the Academy is threatened (whether by a breakdown of discipline or otherwise); and

48.2 the Secretary of State has previously informed the governing body of the matters on which that conclusion is based; and

48.3 those matters have not been remedied to the Secretary of State's reasonable satisfaction

within a reasonable period.

49. For the purposes of article 48, a '**warning notice**' is a notice in writing by the Secretary of State setting out:
- 49.1 the matters referred to in article 48.1;
 - 49.2 the action which he requires the governing body to take in order to remedy those matters; and
 - 49.3 the period within which that action is to be taken by the governing body ('**the compliance period**').
50. The Secretary of State may appoint such number of additional governors as he thinks fit if the Secretary of State has:
- 50.1 given the governing body a warning notice in accordance with article 48; and
 - 50.2 the governing body have failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period; and
 - 50.3 the Secretary of State has given reasonable notice in writing to the governing body that he proposes to exercise his powers under this article.
51. Unless terminated earlier in accordance with these articles the term of office for any governor shall (unless determined otherwise by the governing body) be four years, save that this time limit shall not apply to the Principal Sponsor (during any period that the Principal Sponsor is a governor). Subject to remaining eligible to be a particular type of governor, any governor may be re-appointed or re-elected.
52. A governor shall cease to hold office if he resigns his office by notice to the Charity (but only if at least two governors will remain in office when the notice of resignation is to take effect).

DISQUALIFICATION OF GOVERNORS

53. No person shall be qualified to be a governor unless he is aged 18 or over at the date of his election or appointment. No pupil nor employee of the Charity shall be a governor.
54. A governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

55. A governor shall cease to hold office if he is absent without the permission of the governing body from all their meetings held within a period of six months and the governors resolve that his office be vacated.
56. A person shall be disqualified from holding or continuing to hold office as a governor if:
- 56.1 he has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged and the bankruptcy order has not been annulled or rescinded; or
- 56.2 he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.
57. A person shall be disqualified from holding or continuing to hold office as a governor at any time when he is subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
58. A governor shall cease to hold office if he ceases to be a governor by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
59. A person shall be disqualified from holding or continuing to hold office as a governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
60. A person shall be disqualified from holding or continuing to hold office as a governor if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
61. A person shall be disqualified from holding or continuing to hold office as a governor where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 (as amended) and excluding any offence for which the maximum sentence is a fine or a lesser sentence, except where a person has been convicted of any offence which falls under Section 72 of the Charities Act 1993.

62. A person shall be disqualified from holding or continuing to hold office as a governor at any time when he refuses a request by the secretary to the governing body, following a referral from either the chairman of the governing body or the head teacher, to make an application under Section 113 of the Police Act 1997 (as amended) for a criminal records certificate. That application will be at an enhanced disclosure level. A referral by the chairman of the governing body or the head teacher shall be made where the person is, in their opinion, giving cause for concern or where his duties involve regular caring for, training, supervising, or being in sole charge of persons under 18. In the event that the certificate discloses any information which would, in the opinion of either the chairman of the governing body or the head teacher, confirm their unsuitability to work with children, that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
63. A person is disqualified from holding or continuing to hold office as a governor of a school at any time when he is disqualified from working with children under Sections 28 and 29 of the Criminal Justice and Court Services Act 2000.
64. Where, by virtue of these articles a person becomes disqualified from holding, or continuing to hold office as a governor; and he is, or is proposed, to become such a governor, he shall upon becoming so disqualified give written notice of that fact to the secretary.
65. Articles 53 to 64 inclusive also apply to any member of any committee of the governors who is not a governor.

SECRETARY TO THE GOVERNING BODY

66. Subject to the provisions of the Act, the secretary shall be appointed by the governors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be re-appointed by them. The secretary shall not be a governor or teacher. Notwithstanding this article, the governing body may, where the secretary fails to attend a meeting of theirs, appoint any one of their number to act as secretary for the purposes of that meeting.

CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNING BODY

67. The governors shall each school year, as soon as is reasonably practicable in that year, elect a chairman and a vice-chairman from among their number.

68. The chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with article 67.
69. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the secretary. The chairman or vice-chairman shall cease to hold office if:
- 69.1 he ceases to be a governor;
- 69.2 he is employed to work at the Academy;
- 69.3 he is removed from office in accordance with these articles; or
- 69.4 in the case of the vice-chairman, he is elected in accordance with these articles to fill a vacancy in the office of chairman.
70. Where by reason of any of the matters referred to in article 69, a vacancy arises in the office of chairman or vice-chairman, the governors shall at their next meeting elect one of their number to fill that vacancy.
71. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chairman for the purposes of the meeting.
72. Where, in the circumstances referred to in article 71, the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the governors shall elect one of their number to act as a chairman for the purposes of that meeting.
73. The secretary shall act as chairman during that part of any meeting at which the chairman is elected, but for these purposes article 27 shall not apply.
74. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
75. The governors may remove the chairman or vice-chairman from office in accordance with this article:
- 75.1 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the governing body shall not have effect unless:
- (a) it is confirmed by a resolution passed at a second meeting of the governing body held not less than fourteen days after the first meeting; and
- (b) the matter of the chairman's or vice-chairman's removal from office is specified

as an item of business on the agenda for each of those meetings.

- 75.2 Before the governing body resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the governor or governors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

POWERS OF GOVERNORS

76. Subject to provisions of the Act, the memorandum and the articles and to any directions given by resolution of the members, the business of the Charity shall be managed by the governors who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the governors by the articles and a meeting of governors at which a quorum is present may exercise all the powers exercisable by the governors.
77. The governors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the Charity and shall consider but not be bound by any representations made by the head teacher. In addition to all powers conferred upon them by these articles, and without detracting from the generality of such powers, the governors shall have the following powers, namely:
- 77.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;
- 77.2 to enter into contracts on behalf of the Charity.
78. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the governors and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the governors.

GOVERNORS' EXPENSES

79. The governors may at the discretion of the governing body be paid all proper and reasonable out-of-pocket expenses relating to carrying out the office of governor, but shall otherwise be paid no remuneration.
80. Except to the extent permitted by clause 5 of the memorandum and subject to articles 107 to 109 inclusive, no governor shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a governor in any contract to which the Charity is a party.

MINUTES

81. The minutes of the proceedings of a meeting of the governing body (and any committee of the governors) shall be drawn up and entered into a book kept for the purpose by the person acting as secretary for the purposes of the meeting and shall be signed (subject to the approval of the governing body) at the same or next subsequent meeting by the person acting as chairman of that meeting. The minutes shall include:
- 81.1 all appointments of officers made by the governors; and
- 81.2 all proceedings at meetings of the Charity and of the governors and of committees of governors including the names of the governors present at each such meeting.

DELEGATION

82. Subject to these articles, the governors may delegate any of their powers or functions to any committee. They may also delegate to the head teacher or any other holder of an executive office such of their powers or functions as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the governors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
83. Where any function of the governors has been delegated to or is otherwise exercisable by a governor (including the chairman or vice-chairman), the head teacher, or a committee established by them; any member, head teacher or committee to whom a function of the governors has been delegated or who has otherwise exercised a function of the governors shall report to the governors in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the governors immediately following the taking of the action or the

making of the decision.

84. The governors may establish any committee to exercise, subject to these articles, powers and functions of the governors. The constitution, membership and proceedings of any committee of the governors shall be determined by the governors. The establishment, terms of reference, constitution and membership of any committee of the governors shall be reviewed at least once in every twelve months. The membership of any committee of the governors may include persons who are not governors, provided that a majority of members of any such committee shall be governors. The governors may determine that some or all of the members of a committee who are not governors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the governors unless the majority of members of the committee present are governors.

HEAD TEACHER

85. The governors shall appoint the head teacher of the Academy. Subject to these articles, the head teacher shall be responsible for the internal organisation, management and control of the Academy, the implementation of all policies approved of by the governors and for the direction of the teaching and curriculum. For these purposes, the governors shall delegate those powers and functions required by the head teacher.

MEETINGS OF THE GOVERNING BODY

86. Subject to these articles, the governors may regulate their proceedings as they think fit.
87. The governing body shall hold at least one meeting in every school term. Meetings of the governing body shall be convened by the secretary. In exercising his functions under this article, the secretary shall comply with any direction:
- 87.1 given by the governing body; or
- 87.2 given by the chairman of the governing body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the governing body, so far as such direction is not inconsistent with any direction given as mentioned in article 87.1.
88. Any three governors may, by notice in writing given to the secretary, requisition a meeting of the governing body; and it shall be the duty of the secretary to convene such a meeting as soon as is

reasonably practicable.

89. Each governor and the head teacher of the Academy shall be given at least fourteen clear days before the date of a meeting:

89.1 notice in writing of the meeting, signed by the secretary, and sent to each governor at the address provided by each governor from time to time; and

89.2 a copy of the agenda for the meeting;

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda for the meeting, are given within such shorter period as he directs.

90. The convening of a meeting and the proceedings conducted at it shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the relevant agenda.

91. A resolution to rescind or vary a resolution carried at a previous meeting of the governing body shall not be proposed at a meeting of the governing body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

92. A meeting of the governing body shall be terminated immediately if:

92.1 the governing body so resolve; or

92.2 the number of governors present ceases to constitute a quorum for a meeting of the governing body in accordance with article 95, subject to article 97.

93. Where in accordance with article 92 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

94. Where the governing body resolve in accordance with article 92 to adjourn a meeting before all the items of business on the agenda have been disposed of, the governing body shall before

doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the secretary to convene a meeting accordingly.

95. Subject to article 97, the quorum for a meeting of the governing body shall be any three governors, or, where greater, any one third (rounded up to a whole number) of the total number of governors holding office at the date of the meeting. In the event that there are less than three governors the quorum for a meeting of the governing body shall be all of the governors then in office.
96. The governors may act notwithstanding any vacancies in their number, but, if the numbers of governors is less than the number fixed as the quorum, the continuing governors may act only for the purpose of filling vacancies or of calling a general meeting.
97. The quorum for the purposes of:
 - 97.1 appointing a parent governor; or
 - 97.2 any vote on the removal of the chairman of the governing body in accordance with article 75,shall be two-thirds (rounded up to a whole number) of the governors holding office at the date of the meeting.
98. Subject to these articles, every question to be decided at a meeting of the governing body shall be determined by a majority of the votes of the members present and voting on the question.
99. Where there is an equal division of votes the chairman or, as the case may be, the person who is acting as chairman for the purposes of the meeting, shall have a second or casting vote.
100. The proceedings of the governing body shall not be invalidated by:
 - 100.1 any vacancy among their number, or
 - 100.2 any defect in the election, appointment or nomination of any governor.
101. A resolution in writing, signed by all the governors entitled to receive notice of a meeting of governors or of a committee of governors, shall be valid and effective as if it had been passed at a meeting of governors or (as the case may be) a committee of governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one

or more of the governors.

102. Subject to article 103, the governing body shall ensure that a copy of:

102.1 the agenda for every meeting of the governing body;

102.2 the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;

102.3 the signed minutes of every such meeting; and

102.4 any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.

103. There may be excluded from any item required to be made available in pursuance of article 102, any material relating to:

103.1 a named teacher or other person employed, or proposed to be employed, at the Academy;

103.2 a named pupil at, or candidate for admission to, the Academy; and

103.3 any matter which, by reason of its nature, the governing body are satisfied should remain confidential.

104. Any governor entitled to attend and vote at a meeting of the governing body may participate by means of a telephone conference or other facility enabling all people participating at the meeting to hear each other and participation in a meeting in this manner is taken to be presence in person at the meeting.

105. The head teacher of the Academy shall be entitled to attend and speak at any meeting of the governing body provided that the head teacher shall withdraw from the meeting where the governing body wishes to discuss a personnel issue which relates to the head teacher.

106. The Charity shall not enter into any contract or arrangement where a member of the governing body has a duty or pecuniary interest (whether direct or indirect) which conflicts or is reasonably likely to conflict with it. Any governor who has any such duty or pecuniary interest shall disclose that fact to the governing body as soon as he becomes aware of it.

107. Without prejudice to the generality of article 106, a governor shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Charity if:
- (a) he is a director or member holding more than 1/100th of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - (b) he is a partner in a partnership or a member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - (c) he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration.
108. Without limitation to the generality of article 107, whenever a governor has an interest, whether pecuniary or non-pecuniary in a matter to be discussed at a meeting of the governing body or a committee, the governor concerned must:
- 108.1 declare an interest at the point when or before discussion begins on the matter;
 - 108.2 withdraw from the meeting for that item;
 - 108.3 not be counted in the quorum for that part of the meeting;
 - 108.4 withdraw during the vote and have no vote on the matter.
109. For the purposes of articles 107 and 108, an interest of a person who is, within the meaning of section 346 of the Act, connected with a governor shall be treated as an interest of the governor.

PATRONS AND HONORARY OFFICERS

110. The governors may from time to time appoint any person whether or not a member of the Charity to be a patron of the Charity or to hold any honorary office and may determine for what period he is to hold such office.

THE SEAL

111. The seal (if any) shall only be used by the authority of the governors or of a committee of governors authorised by the governors. The governors may determine who shall sign any

instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a governor and by the secretary or by a second governor.

ACCOUNTS

112. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

113. The governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

ANNUAL RETURN

114. The governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

NOTICES

115. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the governors need not be in writing.
116. A notice may be given by the Charity to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address, within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
117. A member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
118. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

119. Subject to the provisions of the Act every governor or other officer or governor or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of Charity in relation to the affairs of the Charity.

RULES

120. The governors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for purposes of prescribing any classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- 120.1 the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - 120.2 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - 120.3 the procedure at general meetings and meetings of the governors and committees of the governors and meetings of the governing body in so far as such procedure is not regulated by the articles;
 - 120.4 *generally, all such matters as are commonly the subject matter of company rules.*
121. The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the governors shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Name and Address of Subscriber

Name	Roger De Haan
Address	Flat 1 The Saga Building Middelburg Square Folkestone

Kent CT20 1AZ

Dated 23 April 2004

Witness to the above signature:

Name Alexandra Lawton

Address 16 Old Bailey

London EC4M 7EG

Occupation Solicitor