

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

PETCHEY ACADEMY

COMPANY NUMBER: 5342164

Adopted by special resolution on 21 December 2018 and by a further special
resolution on 18th May 2022

THE COMPANIES ACT 2006
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OF
PETCHEY ACADEMY

INTERPRETATION

1. In these Articles:-

- a. “the Academy” means the school referred to in Article 4a and operated by the Company;
- b. “Academy Financial Year” means the academic year from 1st of September to 31st of August of the following year;
- c. “the Articles” means these Articles of Association of the Company;
- d. “the Company” means the company intended to be regulated by these Articles and referred to in Article 2;
- e. “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;
- f. “Clerk” means the clerk to the governors or any other person appointed to perform the duties of the clerk to the governors, including a joint, assistant or deputy clerk;
- g. “financial expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- h. “head teacher” means the head teacher of the Academy;
- i. “Member” means a member of the Company and someone who as such is bound by the undertaking contained in Article 12;
- j. “Office” means the registered office of the Company;
- k. “parent governors” means the governors elected or appointed pursuant to Articles 51 – 54 inclusive;
- l. “Principal Regulator” means the body or person appointed as the Principal Regulator under the Charities Act 2011;

- m. “Principal Sponsors” means the trustees for the time being of the Jack Petchey Foundation, registered charity number 1076886, of Dockmasters House, 1 Hertsmere Road, London, E14 8JJ;
- n. “the seal” means the common seal of the Company if it has one;
- o. “Secretary of State” means the Secretary of State for Education or successor;
- p. “Special Educational Needs” has the meaning set out in sections 20(1) and 21(2) of the Children and Families Act 2014;
- q. “sponsor governor” means any governor appointed or deemed to be appointed under article 40;
- r. not used;
- s. “the governors” means the directors of the Company (and “Trustee” means any one of those directors), subject to the definition of this term at Article 6.9 (e) in relation to Articles 6.2-6.9¹;
- t. “the United Kingdom” means Great Britain and Northern Ireland;
- u. “the Vice-Chair” means the person serving as vice-chair of the governors pursuant to article 75 or as chair of the governors pursuant to article 79 as the case may be.
- v. words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;
- w. subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate;
- x. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such

¹ Trustees perform similar governance functions to those of governing bodies in maintained schools

statute or statutory provision including any modification or amendment thereto.

2. The company's name is Petchey Academy (and in this document it is called "the Company").

3. The Company's registered office is to be situated in England and Wales.

OBJECTS

4. The Company's objects ("the Objects") are specifically restricted to the following:

- a. 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 a strong emphasis on but in no way limited to, health, care and medical sciences;
- b. to promote for the benefit of the inhabitants of the areas in which the Academy is situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

5. In furtherance of the Objects but not further or otherwise the Company may exercise the following powers:

- a. 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 Company;
- b. to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

- c. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- d. subject to Article 6 below 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;
- e. to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Objects;
- f. to co-operate with other charities, other independent and maintained schools, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;
- g. to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- h. to establish, maintain, carry on, manage and develop the Academy at Shacklewell Lane, London E8 2EY;
- i. to offer scholarships, exhibitions, prizes and awards to pupils former pupils and otherwise to encourage and assist pupils and former pupils;
- j. to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- k. to carry out research into the development and application of new techniques in education and to their 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, educational institutions and the voluntary sector to the education of pupils and students in academies;
- l. 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 Company may think fit;

- m. to invest the monies of the Company not immediately required for the furtherance of its Objects in or upon such investments, securities or property as may be thought fit, to hold the same as investments and to sell, exchange, carry and dispose of the same, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- n. 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 Company: 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 directors;
- o. to delegate the management of investments to a financial expert, but only on terms that:
 - i. the investment policy is set down in writing for the financial expert by the governors;
 - ii. every transaction is reported promptly to the governors;
 - iii. the performance of the investments is reviewed regularly with the governors;
 - iv. the governors are entitled to cancel the delegation arrangement at any time;
 - v. the investment policy and the delegation arrangement are reviewed at least once a year;

- vi. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the governors on receipt; and
- vii. the financial expert must not do anything outside the powers of the governors;
- p. to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the governors or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- q. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company; and
- r. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

6.1 The income and property of the Company 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 any Member of the Company, and no Trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. Provided that nothing in this document shall prevent the payment in good faith by the Company:

- (a) of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company 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 Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion:
- (b) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or employee of the Company who is not a Trustee;

- (c) of interest on money lent by any member of the Company or Trustee at a reasonable and propriety rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the governors;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (e) of reasonable and proper rent (as determined by an independent valuer appointed by the Company) for premises demised or let by any member of the Company or a Trustee;
- (f) to any Trustee of reasonable out of pocket expenses;
- (g) of reasonable and proper remuneration to any Trustee who is employed by the Company and the Academy established or continued by the Company: Provided that at no time shall a majority of the governors benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment, remuneration or terms or conditions specific to him or her at the Academy are under discussion;
- (h) 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 or breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which governors knew to be a breach of trust or breach of duty or which was committed by the governors in reckless disregard to 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 governors in their capacity as directors of the Company.

7. The liability of the Members of the Company is limited.

8. Every Member of the Company undertakes to contribute such amount as

may be required (not exceeding £10) to the Company'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 Company'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 contributors among themselves.

9. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Company, 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 Company by Article 6 above, chosen by the Members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

10. Not used.

11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Company would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Company would cease to be a charity.

MEMBERS

12. The members of the Company shall comprise:

- a. up to eight persons appointed by the Principal Sponsors (who may include the Principal Sponsors);
- b. one person appointed by the Secretary of State;
- c. the Chair of the Governing Body (if he is not already a member); and
- d. any person appointed under article 15.

13. Each of the persons entitled to appoint members in article 12 shall have the right from time to time by written notice delivered to the Company's registered

office to remove any member appointed by them and to appoint a replacement member to fill a vacancy whether resulting from such removal or otherwise.

14. If any of the persons entitled to appoint members in article 12 die or become legally incapacitated their right to appoint members under these articles shall vest in the remaining members.

15. 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.

16. Every person nominated to be a member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

17. The other members may in their absolute discretion permit any member to resign provided that after such resignation the number of members is not less than three. A member shall cease to be one immediately on the receipt by the Company of a notice in writing signed by the person or persons entitled to remove him under articles 13 or 15 provided that no such notice shall take effect when the number of members is less than three unless it contains or is accompanied by the appointment of a replacement member.

GENERAL MEETINGS

18. The Company may 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. All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

19. The governors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith 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 Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

20. An Annual General Meeting 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 so agreed:

- a. in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
- b. 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.

21. 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 be given to all the members, to the governors and the auditors.

22. 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

23. 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 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 such persons for the time being, whichever is the greater, shall constitute a quorum.

24. 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.

25. The Chair, if any, of the governors or, in his absence, some other governor nominated by the governors, shall preside as chair of the meeting, but if neither the Chair nor such other governor (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the governors present shall elect one of their number to be chair and, if there is only one governor present and willing to act, he shall be the chair. If no governor is willing to act as chair, 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 chair.

26. A governor shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

27. The chair 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.

28. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, 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:

- a. by the chair; or
- b. by at least two members having the right to vote at the meeting; or
- c. 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.

29. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to the effect in the minutes of the meeting 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.

30. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. 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.

31. A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

32. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

33. A poll demanded on the election of the chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

34. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

35. 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 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.

36. Subject to article 32, on a show of hands every member present shall have one vote. On a poll every member present in person or by proxy shall have one vote.

37. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.

38. 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 chair whose decision shall be final and conclusive.

39. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the governors may approve):

"I/we,....., of, being a member/members of the above named

trust, hereby appoint.....of....., or failing him,.....of.....

as my/our proxy to vote in my/our name(s) and on my/our behalf at the

annual/extraordinary general meeting of the Company to be held on.....

20(), and at any adjournment thereof.

Signed on.....20(_)"

40. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following

form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the governors may approve):

“I/We,.....of.....,being a member/members of the above named trust, hereby appoint.....of....., or failing himof....., as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/ extraordinary general meeting of the Company, to be held on.....20(), and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for*against

Resolution No. 2 *for*against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

41. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by a notary or in some other way approved by the governors may:

- a. be deposited at the registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to 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
- b. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;

- c. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Clerk or to any governor;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

42. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office or at such a place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjournment meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

43. Any organisation which is a member of the Company 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 general meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual of the Company.

GOVERNORS

44. The number of governors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

45. Subject to article 46 the Company shall have the following governors:

- a. eight sponsor governors;
- b. one LEA governor; and
- c. two parent governors.

The Company may also have the following governors:

d. any co-opted governor appointed under article 55; and

e. any additional governor appointed under article 58.

46. The first governors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under article 45 and shall be deemed to be sponsor governors. Future sponsor governors shall be appointed under article 48.

47. Future governors required by article 45 shall be appointed or elected, as the case may be, under these articles. Where it is not possible for such a governor to be appointed or elected due to fact that the Academy is not yet established then the relevant article or part thereof shall not apply.

APPOINTMENT AND ELECTION OF GOVERNORS

48. The Principal Sponsors shall appoint the sponsor governors and may appoint themselves as sponsor governors.

49. The LEA may appoint the LEA governor.

50. Providing that the head teacher agrees so to act, the Members may by ordinary resolution appoint the head teacher as a governor.

50A. The total number of governors including the head teacher if they so choose to act as a governor under Article 50 who are employees of the Company shall not exceed one third of the total number of governors.

51. The elected parent governor shall be elected by parents and guardians of registered pupils at the Academy. A parent governor must be a parent or guardian of a registered pupil at the Academy at the time when he is elected. The number of parent governors required shall be made up by parent governors appointed by the Governing Body if the number of parents and guardians for election is less than the number of vacancies.

52. The Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of parent governors, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of parent governors which is contested shall be held by secret ballot.

53. The arrangements made for the election of a parent governor shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post, by electronic means or, if he prefers, by having his ballot paper returned to the Company by a registered pupil at the Academy.

54. When a vacancy for a parent governor is required to be filled by election, the Governing Body shall take such steps as are reasonably practical to secure 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.

55. In appointing a parent governor the Governing Body shall appoint a person who is a parent of a registered pupil at the Academy, or where it is not reasonably practical to do so, a person who is a parent of a child of compulsory school age.

CO OPTED GOVERNORS

56. The Governing Body may appoint co-opted governors. A 'co-opted governor' means a person who is appointed to be a governor by being co-opted by governors who have not themselves been so appointed. The governors may not co-opt an employee of the Company as a co-opted governor if thereby the number of governors who are employees of the Company would exceed one third of the total number of governors including the head teacher to the extent they are a governor.

APPOINTMENT OF ADDITIONAL GOVERNORS

57. The Secretary of State may give a warning notice to the Governing Body where:

- a. he is satisfied:

- (i) 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 58; or
- (ii) 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
- (iii) that the safety of pupils and staff at the Academy is threatened (whether by a breakdown of discipline or otherwise); and
- (iv) the Secretary of State has previously informed the Governing Body of the matters on which that conclusion is based; and
- (v) those matters have not been remedied to the Secretary of State's satisfaction within a reasonable period.

58. For the purposes of article 56 a “warning notice” is a notice in writing by the Secretary of State setting out:

- a. the matters referred to in article 56 (a);
- b. the action which he requires the Governing Body to take in order to remedy those matters; and
- c. the period within which that action is to be taken by the Governing Body (“the compliance period”).

59. The Secretary of State may appoint up to 16 additional governors as he thinks fit if the Secretary of State has:

- a. given the Governing Body a warning notice in accordance with article 56; and
- b. the Governing Body has failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period; and
- c. the Secretary of State has given reasonable notice in writing to the Governing Body that he proposes to exercise his powers under the article.

TERM OF OFFICE

60. Subject to article 59A, the term of office for any governor shall be four years, and subject to remaining eligible to be appointed as a particular type of governor, any governor may be re-appointed to serve, for a maximum of three consecutive terms of office.

59A. The term of office prescribed in article 59 shall not apply to any of:

- a. the head teacher; or
- b. any Principal Sponsors who are governors;
- c. the parent governors, whether appointed by the Governing Body pursuant to articles 51 and 54(a) or elected pursuant to article 51.

RESIGNATION AND REMOVAL

61. A governor shall cease to hold office if he resigns his office by notice to the Company (but only if at least three governors will remain in office when the notice of resignation is to take effect).

62. A governor shall cease to hold office if he is removed by the person or persons who appointed him. The article does not apply in respect of any elected governor or a parent governor who has been appointed rather than elected.

61A. Every governor shall abide by such codes of conduct adopted by the governors from time to time ("Codes of Conduct").

61B. In the event that at least three governors reasonably consider that any governor may not be acting in accordance with the Codes of Conduct, those governors may convene a meeting of the Governing Body pursuant to article 96, giving notice of the reasons for doing so and the governor concerned shall have the opportunity to make written or verbal representations to that meeting. In the event that the governors, having duly considered any such representations at a duly convened meeting of the Governing Body, consider that the governor is not acting in accordance with the Codes of Conduct, they may, by simple majority,

resolve at that meeting that such governor shall cease to hold office and that his office be vacated. There shall be no right of appeal against the decision.

61C. At any such meeting:

- a. article 104 shall not apply and the quorum for any vote on a resolution under article 61B shall be all the governors holding office at the date of the meeting, excluding the governor in breach of any such code of conduct;
- b. article 108 shall not apply in the event that numbers of votes for and against a resolution under this article 61C are equal, meaning that the Chair (or the person who is acting as Chair, whether or not that person is the vice-Chair) shall not have a second or casting vote and the governor in breach of any such Codes of Conduct shall remain in office; and
- c. article 110 shall not apply to any resolution under article 61B. Any such resolution must be passed at a duly convened meeting of the Governing Body.

63. Where a governor resigns his office or is removed from office, the governor or, where he is removed from office, those removing him, shall give written notice thereof to the Clerk.

DISQUALIFICATION OF GOVERNORS

64. 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 of the Academy shall be a governor.

65. 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.

66. 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 6 months and the governors resolve that his office is vacated.

67. A person shall be disqualified from holding or continuing to hold office as a governor if:

- a. his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- b. he is the subject of a bankruptcy restrictions order or an interim order.

68. 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 or a disqualification undertaking 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).

69. 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 178 of the Charities Act 2011.

70. 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.

71. A person shall be disqualified from holding or continuing to hold office as a governor if he is a person of whom a direction has been made under section 142 of the Education Act 2002.

72. 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, including any that have been spent under the Rehabilitation of Offenders Act 1974, excluding any offence for which the maximum sentence is a fine or a lesser sentence.

71A. 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 Clerk, following a referral from either the Chair or the head teacher, to make an application under section 113 of the Police Act 1997 for a criminal record certificate. That application will be at an enhanced disclosure level. A referral by the Chair or the head teacher shall be made where the person is in their opinion giving cause for concern or will have regular unsupervised contact with children. In the event that the certificate discloses any information which would be in the opinion of either the Chair or the head teacher disqualify or prevent a person from serving as a governor that person should 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.

73. 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 Clerk.

74. Articles 63 to 72 also apply to any member of any committee of the governors who is not a governor.

CLERK TO THE GOVERNING BODY

75. The Clerk shall be appointed by the governors for such term, at such remuneration and upon such conditions as they may think fit and any Clerk so appointed may be removed by them. The Clerk shall not be a governor or the head teacher. Notwithstanding this article, the Governing Body may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number to act as clerk for the purposes of that meeting. The Clerk may, but need not be, the appointed company secretary of the Company.

CHAIR AND VICE-CHAIR OF THE GOVERNING BODY

76. The governors shall every two years at their first meeting in that year elect a Chair and Vice-Chair from among their number. Subject to article 76 the term of office of Chair and Vice-Chair shall be two years. A governor who is employed

to work at the Academy shall not be eligible for election as Chair or Vice-Chair. Subject to article 76, the duly elected Chair may hold the office of Chair for a maximum of four consecutive terms of office, which period shall commence from such election and be independent from any period of service the duly elected Chair has served in the office of governor. The Vice-Chair may hold the office of Vice-Chair for a maximum of six consecutive terms of office.

77. Subject to article 75 and article 77, the Chair and Vice-Chair shall hold office as such until his successor has been elected in accordance with that article.

78. The Chair and Vice-Chair may at any time resign his office by giving notice in writing to the Clerk. The Chair or Vice-Chair shall cease to hold office if:-

- a. he ceases to be a governor;
- b. he is employed to work at the Academy;
- c. he is removed from office in accordance with these articles; or
- d. in the case of the Vice-Chair, he is elected in accordance with these articles to fill a vacancy in the office of Chair.

79. Where by reason of any of the matters referred to in article 77, a vacancy arises in the office of Chair and Vice-Chair, the governors shall at their next meeting elect one of their number to fill that vacancy.

80. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as Chair for the purposes of the meeting.

81. Where in the circumstances referred to in article 79 the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice-Chair, the governors shall elect one of their number to act as Chair for the purposes of that meeting, provided that the governor elected shall not be a person who is employed to work at the Academy.

82. The Clerk shall act as chair during that part of any meeting at which the Chair is elected, but for these purposes article 32 shall not apply.

83. Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.

84. The governors may remove the Chair or Vice-Chair from office in accordance with this article:

- a. a resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Governing Body shall not have effect unless:
- b. 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
- c. the matter of the Chair's or Vice-Chair's removal from office is specified as an item of business on the agenda for each of these meetings.
- d. before the Governing Body resolve at the relevant meeting on whether to confirm the resolution to remove the Chair or Vice-Chair from office, the governor or governors proposing his removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair shall be given the opportunity to make a statement in response.

POWERS OF GOVERNORS

85. Subject to provisions of the Act, the Memorandum and the Articles and any directions given by special resolution, the business of the Company shall be managed by the governors who may exercise all the powers of the Company. No alteration of 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.

86. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their power under the articles the governors shall have the following powers, namely:

- a. to expand the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transportation of any such investments and to expand the proceeds of any such sale in furtherance of the Objects;
- b. to enter into contracts on behalf of the Company.

87. The governors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the Academy and shall consider any advice given by the head teacher.

88. Any bank account in which any part of the assets of the Company is deposited shall be operated by the governors and shall indicate the name of the Company. 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

89. The governors may at the discretion of the Governing Body be paid all reasonable and proper out of pocket travelling, hotel and other expenses, excluding foreign travel, properly incurred by them in connection with their attendance at meetings of governors or committees of governors or general meetings or otherwise in connection with the discharge of their duties.

90. Except to the extent permitted by article 5 and subject to articles 114 to 116, no governor shall take hold of any interest in property belonging to the

Company or receive remuneration or be interested otherwise than as a governor in any contract to which the Company is a party.

THE MINUTES

91. The minutes of the proceedings of a meeting of the Governing Body shall be drawn up and entered into a book kept for the purpose by the person acting as clerk 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 Chair thereof. The minutes shall include a record of:

- a. all appointments of officers made by the governors; and
- b. all proceedings at meetings of the Company and of the governors and of committees of governors including the names of the governors present at each such meeting.

DELEGATION

92. Subject to these articles the governors may delegate to any committee or to any governor holding an executive office (including the head teacher) such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the governors may impose, and their collaterally with or to the exclusion of their own powers and may be revoked or altered.

93. Where any function of the governors has been delegated under article 91 or is otherwise exercised by any committee, any governor holding an executive office (including the head teacher) or any member, the person or committee to whom the function has been delegated, or who has otherwise exercised the function, 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.

94. 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 the 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

95. 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

96. Subject to these articles, the governors may regulate their proceedings as they think fit.

97. The Governing Body shall hold at least one meeting in every school term. Meetings of the Governing Body shall be convened by the Clerk. In exercising his functions under this article the Clerk shall comply with any direction:

- a. given by the Governing Body; or
- b. given by the Chair of the Governing Body or, in his absence or where there is a vacancy in the office of Chair, the vice-Chair of the

Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in (a).

98. Any three governors may, by notice in writing given to the Clerk, requisition a meeting of the Governing Body; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.

99. Each governor shall be given at least 7 clear days' notice before the date of the meeting:

- a) notice in writing thereof and sent to each governor at the address provided by each governor from time to time; and
- b) a copy of the agenda for the meeting,

provided that where the Chair or, in his absence or where there is a vacancy in the office of Chair, the vice-Chair, 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 therefore are given within such shorter period as he directs.

100. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda therefor.

101. 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.

102. A meeting of the Governing Body shall be terminated forthwith if:

- a. the Governing Body so resolve; or
- b. the number of governors present ceases to constitute a quorum for a meeting of the Governing Body in accordance with article 104, subject to article 106.

103. Where in accordance with article 101 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 Clerk 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.

104. Where the Governing Body resolves in accordance with article 101 to adjourn a meeting before 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 Clerk to convene a meeting accordingly.

105. Subject to article 106 and article 61C the quorum for a meeting of the Governing Body, and any vote on any matter thereat, 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).

106. 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.

107. The quorum for the purposes of:

- a. appointing a parent governor;
- b. any vote on the removal of a member of the Governing Body in accordance with article 61;
- c. any vote on the removal of the Chair of the Governing Body in accordance with articles 61 and 77

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time governors entitled to vote on those respective matters.

108. 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.

109. Subject to articles 104 to 106 where there is an equal division of votes the Chair or, as the case may be, the person who is acting as Chair for the purposes of the meeting, shall have a second or casting vote.

110. The proceedings of the Governing Body shall not be invalidated by:

- a. any vacancy among their number, or
- b. any defect in the election, appointment or nomination of a governor.

111. 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.

112. Subject to the articles, the Governing Body shall ensure that a copy of:

- a. the agenda for every meeting of the Governing Body;
 - b. the draft minutes of every such meeting, if they have been approved by the person acting as Chair of that meeting;
 - c. the signed minutes of every such meeting; and
 - d. any report, document or other paper considered at any such meeting,
- are, as soon as reasonably practicable, made available at the Academy by persons wishing to inspect them.

113. There may be excluded from any item required to be made available in pursuance of article 111, any material relating to:

- a. a named teacher or other person employed, or proposed to be employed, at the Academy;
- b. a named pupil at, or candidate for admission to, the Academy; and
- c. any matter which, by reason of its nature, the Governing Body is satisfied should remain confidential.

114. Any governor shall be able to participate in meetings of the Governing Body by telephone or video conference provided that:

- a. he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- b. the governors have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

115. The Company shall not enter into any contract or arrangement where a governor has a duty or pecuniary interest (direct or indirect), which conflicts or may conflict with it. Any governor who has any such duty or pecuniary interest shall disclose that fact to the Governing Body upon becoming aware of it.

116. Without limitation to the generality of article 114, a governor shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Academy if;

- a. he is a director or a 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 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.

117. For the purposes of articles 114 and 115, 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. This shall include:

- a. the governor's spouse, child or stepchild; or
- b. a body corporate with which the governor is associated (i.e. if that governor and persons connected with him together are interested in shares comprising at least one fifth of the share capital of the company or are entitled to exercise more than one fifth of the share capital of the voting power at any general meeting of that company); or
- c. a person acting in his capacity as trustee of any trust the beneficiaries of which include:
 - i. the governor, his spouse or any children or stepchildren of his; or
 - ii. a body corporate with which he is associated; or
 - iii. a person acting in his capacity as a partner of that governor or of any person who, by virtue of paragraphs (a), (b) or (c) above, is connected with that governor.

PATRONS AND HONORARY OFFICERS

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

THE SEAL

119. The seal 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 Clerk or by a second governor.

ACCOUNTS

120. Accounts shall be prepared in accordance with the relevant statement of recommended practice published by the Charity Commission from time to time (the "Statement of Recommended Practice") as if the Company were a non-exempt charity and in accordance with Parts 15 and 16 of the Companies Act 2006 and the accounts shall be filed with the Secretary of State and the Principal Regulator by 31 December each financial year.

ANNUAL REPORT

121. The governors shall prepare their Annual Report in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each financial year.

ANNUAL RETURN

122. The governors shall comply with their obligations under part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies.

NOTICES

123. 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.

124. A notice may be given by the Company 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 the address. A member whose registered address is not within the United Kingdom and who gives to the Company 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 Company.

125. 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.

126. 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 it was posted.

INDEMNITY

127. Subject to the provisions of the Act every governor or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement 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 trust in relation to the affairs of the Company.

RULES

128. 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 Company and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may be such rules or bye laws regulate:

- a. the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms of which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made members;
- b. the conduct of members of the Company in relation to one another, and to the Company's employees;
- c. the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose

or purposes;

- d. 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;
- e. generally, all such matters as are commonly the subject matter of company rules.

129. The Company in general meeting shall have power to alter, add or to 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 Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.