

Circulation Date: 10 August 2012

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

WRITTEN SPECIAL RESOLUTION*

of

DAVID ROSS EDUCATION TRUST

Company No: 06182612

We the undersigned, being at least 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the Company's Articles of Association be deleted in their entirety and replaced by the Articles of Association in the form attached



*Resolution passed pursuant to Article 28 of the Company's Articles of Association and the Companies Act 2006

AGREEMENT

Please read the notes at the end of this document before signing your agreement

The undersigned, entitled to vote on the above resolutions, hereby irrevocably agree to the Resolutions

Print name David Ross
Signed David PS Ross
Date 10 August 2012

Print name
Signed
Date ..

Print name
Signed ..
Date ..

Note:

1. This Written Resolution is passed when at least 75% of members have signified their agreement.
2. If not passed within 28 days of the Circulation Date this Resolution will lapse.
3. A member signifies agreement by signing the Resolution or by sending a document to the company (which can be a scan or a fax of the signed Resolution) identifying the Resolution and indicating agreement.

AGREEMENT

Please read the notes at the end of this document before signing your agreement

The undersigned, entitled to vote on the above resolutions, hereby irrevocably agree to the Resolutions

Print name

Frederic Wilson Hoop

Signed

[Signature]

Date

10. Dec 15 2012

Print name

Signed

Date

Print name

Signed

Date

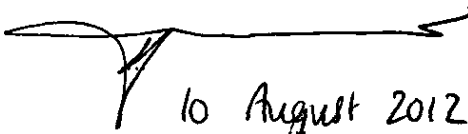
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AGREEMENT

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The undersigned, entitled to vote on the above resolutions, hereby irrevocably agree to the Resolutions.

Print name DAVID OVERTON
Signed 
Date 10 August 2012

Print name

Signed

Date

Print name

Signed

Date

Note:

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2. **If not passed within 28 days of the Circulation Date this Resolution will lapse.**
3. **A member signifies agreement by signing the Resolution or by sending a document to the company (which can be a scan or a fax of the signed Resolution) identifying the Resolution and indicating agreement.**

THE COMPANIES ACTS 1985 AND 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE DAVID ROSS EDUCATION TRUST

Adopted by written resolution on 10 August 2012

THE COMPANIES ACTS 1985 AND 2006

A COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE DAVID ROSS EDUCATION TRUST

1 INTERPRETATION

1.1 In these Articles -

- "the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force,
- "the Academies" means all the schools referred to in Articles 4 and 4.1 and established by the Trust (and "Academy" shall mean any one of those schools),
- "Academy Trustees" means the Trustees appointed pursuant to Article 48A and Academy Trustee shall mean any one of those Trustees,
- "Additional Trustees" means the Trustees appointed pursuant to Articles 54 and 54C who, in the case of appointments pursuant to 54C, shall fulfil the roles notified to the directors by the Secretary of State in accordance with Article 54D,
- "the Articles" means these Articles of Association of the Trust,
- "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 of which it is given or on which it is to take effect,
- "clerk" means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary, the secretary shall be known as the 'clerk' under Article 72,
- "DFE Principal Agreement" means the principal agreement entered into by the Secretary of State, the Trust and the LA on or around the date hereof,
- "DFE Principal Agreement Warning Notice" means any warning notice given to the Trust by the Secretary of State dealing with any of the matters listed in Article 52,
- "executed" includes any mode of execution,

"Existing Trustees"	means any Trustee excluding Additional Trustees,
"financial expert"	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,
"Further Trustees"	means the Trustees appointed pursuant to Article 54A,
"the LAs"	means all the local authorities covering the areas in which the Academies are situated (and "the LA" shall mean any one of these local authorities),
"Local Authority Associated Persons"	means any person associated with any local authority within the meaning given in section 69 of the Local Government and Housing Act 1989,
"Local Governing Bodies"	means the committees appointed in accordance with Articles 88 to 93A and the Terms of Reference (and "Local Governing Body" means any one of these committees),
"Member"	means a member of the Trust and someone who as such is bound by the undertaking contained in Article 8,
"Normal Payment Matters"	has the meaning given to it in the DFE Principal Agreement,
"office"	means the registered office of the Trust,
"the Objects"	means the charitable objects of the Trust set out in Article 4,
"parent"	means a parent or carer with parental responsibilities,
"PFI Academy"	means an academy which forms part of a scheme procured pursuant to the Government's Private Finance Initiative,
"Principal Sponsor"	means The David Ross Foundation, a company incorporated in England and Wales with registered number 6300768 whose registered office is at Nuffield House, 41-46 Piccadilly, London W1J 0DS,
"Principal Regulator"	means the body or person appointed as the Principal Regulator under the Charities Act 2006,
"Principals"	means the head teachers of the Academies (and "Principal" means any one of these head teachers),
"Relevant Funding Agreements"	means the agreement or agreements entered into by the Trust and the Secretary of State under section 482 of the Education Act 1996 for the establishment of each

	Academy, including any variation or supplemental agreements thereof,
"School Agreement"	means the school agreement entered into by the Trust and Northamptonshire County Council relating to the provision of facilities and services to the PFI Academy,
"the seal"	means the common seal of the Trust if it has one,
"Secretary of State"	means the Secretary of State for Education,
"Sponsor Trustees"	means the Trustees appointed in accordance with Article 48 and "Sponsor Trustee" shall mean any one of these Trustees,
"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 at one or more Academies,
"Terms of Reference"	means The David Ross Education Trust Terms of Reference for Local Governing Bodies, as updated by the Sponsor Trustees from time to time,
"the Trust"	means the company intended to be regulated by these Articles and referred to in Article 2,
"the Trustees" or "Trustee Board"	means the Trustees appointed or elected under these Articles, being the directors of the Trust (and "Trustee" means any one of those Trustees), and
"the United Kingdom"	means Great Britain and Northern Ireland

- 1 2 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
- 1 3 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 1985 and the Companies Act 2006
- 1 4 Any reference to a statute or statutory provision shall include any statute or
statutory provision which replaces or supersedes such statute or statutory
provision including any modification or amendment thereto
- 2 The Trust's name is THE DAVID ROSS EDUCATION TRUST (and in this
document it is called "**the Trust**")
- 3 The Trust's registered office is to be situated in England and Wales

- 4 Subject to Article 4 1, the Trust'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 schools ("**the Academies**") offering a broad curriculum with a strong emphasis on, but in no way limited to either one, or a combination of the specialism(s) specified in the Relevant Funding Agreements, and

(b) to promote for the benefit of the inhabitants of the areas in which the Academies are situated and the surrounding areas 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

- 4 1 In the event that the Trust establishes, maintains, carries on, manages and develops Academies which are located upon land which is held freehold by a Diocese or other body of the Church of England or of the Catholic Church, the Academy shall be conducted in accordance with the tenets, practices and teachings of the Church of England or the Catholic Church respectively

- 5 In furtherance of the Objects but not further or otherwise the Trust 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 Trust,
- (b) to raise funds and to invite and receive contributions provided that in raising funds the Trust 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 or deal with all or any part of the property and rights of the Trust,
- (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 Provided that such staff shall not be Trustees, save for the Principals of the Academies and staff or teacher Trustees elected in accordance with the Articles,
- (e) to establish or support, whether financially or otherwise, any charitable 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 Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust,
- (h) to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Trustees,
- (i) to offer scholarships, exhibitions, prizes and awards to pupils and 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 in particular in relation to each of the Academies' area of curricular specialisation and to its 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,
- (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 Trust may think fit,
- (m) to deposit or invest any funds of the Trust not immediately required for the furtherance of its objects (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification),
- (n) 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 Trustees,
 - (ii) every transaction is reported promptly to the Trustees,
 - (iii) the performance of the investments is reviewed regularly with the Trustees,
 - (iv) the Trustees 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 Trustees on receipt, and
 - (vii) the financial expert must not do anything outside the powers of the Trustees,
- (o) to arrange for investments or other property of the Trust to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required,
- (p) to set aside funds for special purposes or reserves against future expenditure,
- (q) to provide indemnity insurance to cover the liability of Trustees 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 Trust Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees 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 Trustees in their capacity as Trustees,
- (r) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academies,
- (s) 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 Trust shall be applied solely towards the promotion of the Objects, and none of the income or property of the Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Trust This does not prevent a Member who is not also a Trustee receiving reasonable and proper remuneration for any goods or services supplied to the Trust
- (2) A Trustee may at the discretion of the Trust be reimbursed from the property of the Trust for reasonable expenses properly incurred by him or her when acting on behalf of the Trust
- (3) A Trustee may benefit from any indemnity insurance purchased at the

Trust's expense to cover the liability of the Trustees 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 Trust. Provided that any such insurance shall not extend to any claim arising from any act or omission which Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees 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 Trustees in their capacity as Trustees of the Trust

(4) No Trustee may

- (a) buy any goods or services from the Trust,
- (b) sell goods, services, or any interest in land to the Trust,
- (c) be employed by, or receive any remuneration from the Trust,
- (d) receive any other financial benefit from the Trust, unless
 - (i) the payment is permitted by Articles 6(5) to 6(9) and the Trustees follow the procedure and observe the conditions set out in Article 6(10), or
 - (ii) the Trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes

(5) A Trustee may receive a benefit from the Trust in the capacity of a beneficiary of the Trust

(6) A Trustee may be employed by the Trust or enter into a contract for the supply of goods or services to the Trust, other than for acting as a Trustee

(7) A Trustee may receive interest on money lent to the Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees

(8) A company of which a Trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that company

(9) A Trustee may receive rent for premises let by the Trustee to the Trust if the amount of the rent and the other terms of the lease are reasonable and proper

(10) The Trust and its Trustees may only rely upon the authority provided by Articles 6(5) – 6(9) if each of the following conditions is satisfied

- (i) the remuneration or other sums paid to the Trustee do not exceed an amount that is reasonable in all the circumstances
 - (ii) the Trustee is absent from the part of any meeting at which there is discussion of
 - his or her employment or remuneration, or any matter concerning the contract, or
 - his or her performance in the employment, or his or her performance of the contract, or
 - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Articles 6(5) – 6(9), or
 - any other matter relating to a payment or the conferring of any benefit permitted by Articles 6(5) – 6(9)
 - (iii) the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting
 - (iv) the other Trustees are satisfied that it is in the interests of the Trust to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against that disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest)
 - (v) the reason for their decision is recorded by the Trustees in the minute book
 - (vi) a majority of the Trustees then in office have received no such payments
- (11) The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is
- (i) a partner,
 - (ii) an employee,
 - (iii) a consultant,
 - (iv) a trustee, or
 - (v) a shareholder, unless the shares of the company are listed on

a recognised stock exchange and the Trustee holds less than 1% of the issued capital

(12) In this Article 6

(a) "company" shall include any company in which the Trust

- holds more than 50% of the shares, or
- controls more than 50% of the voting rights attached to the shares, or
- has the right to appoint one or more directors to the Board of the company

(b) "Trustee" or "director" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as his or her partner

- 7 The liability of the Members of the Trust is limited
- 8 Every Member of the Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Trust'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 Trust'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
- 9 If the Trust 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 Trust, 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 Trust by Article 6 above, chosen by the Members of the Trust at or before the time of dissolution and if that cannot be done then to some other charitable object
- 10 No alteration or addition shall be made to or in the provisions of the Articles of Association which would have the effect (a) that the Trust would cease to be a company to which section 60 of the Companies Act 2006 applies, or (b) that the Trust would cease to be a charity

MEMBERS

- 11 The Members of the Trust shall comprise

(a) The Principal Sponsor,

- (b) Up to 4 persons appointed by the Principal Sponsor,
- (c) The Chairman of Trustees,
- (d) One person appointed by the Secretary of State,
- (e) Any person appointed under Article 14,

and, in accordance with the remainder of these Articles, a Member is permitted to be, but is not required to be, a Trustee

12 Each of the persons entitled to appoint Members in Article 11 shall have the right from time to time by written notice delivered to the Trust'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

13 If any of the persons entitled to appoint Members in Article 11

- a) in the case of an individual, die or become legally incapacitated,
- b) in the case of a corporate entity, cease to exist and are not replaced by a successor institution, or
- c) becomes insolvent or makes any arrangement or composition with their creditors generally

their right to appoint Members under these Articles shall vest in the remaining Members

13A Membership will terminate automatically if

- a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution,
- b) a Member (which is an individual) dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, or
- c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally

14 The Members may agree unanimously in writing to appoint such additional Members as they think fit and may agree unanimously (save that the agreement of the Member(s) to be removed shall not be required) in writing to remove any such additional Members

15 Every person nominated to be a Member of the Trust shall either sign a written consent to become a Member or sign the register of Members on

becoming a Member

- 16 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 3. A Member shall cease to be one immediately on the receipt by the Trust of a notice in writing signed by the person or persons entitled to remove him under Articles 12 or 14 provided that no such notice shall take effect when the number of Members is less than 3 unless it contains or is accompanied by the appointment of a replacement Member.

GENERAL MEETINGS

- 17 The Trust 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 Trust and that of the next. Provided that so long as the Trust 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 Trustees shall appoint. All general meetings other than annual general meetings shall be called general meetings.
- 18 The Trustees may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any Member of the Trust may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 19 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 by a majority in number of Members having a right to attend and vote and together representing not less than 90 per cent of the total voting rights at that meeting.

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 also state that the Member is entitled to appoint a proxy.
- 20 The notice shall be given to all the Members, to the Trustees and auditors.
- 21 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

- 22 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 proxy of a Member or a duly authorised representative of a member organisation shall constitute a quorum.
- 23 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 Trustees may determine.
- 24 Any Member entitled to attend and vote at a general meeting 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.
- 25 The chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for the holding the meeting and willing to act the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be the chairman.
- 26 If no Trustee is willing to act as chairman, or if no Trustee 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.
- 27 A Trustee shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 28 The chairman may, with the consent of a majority of the Members at 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.
- 29 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 Companies Act 2006, a poll may be demanded -
- (a) by the chairman, 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
- 30 Unless a poll is duly demanded a declaration by the chairman 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 that 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
- 31 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
- 32 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 33 Not used
- 34 A poll demanded on the election of the chairman 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 chairman 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
- 35 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
- 36 A resolution in writing agreed by such number of Members as required if it had been proposed at a general meeting 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 agreed by one or more Members

VOTES OF MEMBERS

- 37 On a 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

- 38 Not used
- 39 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Trust have been paid
- 40 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
- 41 An instrument appointing a proxy shall be in writing, signed 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 Trustees may approve) -

"I/We, _____, of _____, being a Member/Members of the above named Company, hereby appoint _____ of _____, or in his absence, _____ of _____ as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual general meeting/general meeting of the Company to be held on 20[]], and at any adjournment thereof

Signed on 20[]]"

- 41A 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 Trustees may approve)-

"I/We, _____, of _____, being a Member/Members of the above-named Company, hereby appoint _____ of _____, or in his absence, _____ of _____, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual general meeting/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

Signed on 20[]]"

41B The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Trustees may -

(a) be deposited at the 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 Trust 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 chairman or to the secretary or to any Trustee,

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 Trust at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned 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 Trust may by resolution of its board of trustees or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust, 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 Member of the Trust

TRUSTEES APPOINTMENT AND ELECTION

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

45 The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Companies Act 1985, who shall be deemed to have been appointed under Article 48 and shall be deemed to be Sponsor Trustees. Future Sponsor Trustees shall be appointed under Article 48

- 46 The following additional Trustees of the Trust may be appointed such that the Trustee Board will comprise (in aggregate) of the following
- (a) up to 7 Sponsor Trustees,
 - (b) up to 6 Academy Trustees,
 - (c) any co-opted Trustee appointed under Article 51,
 - (d) any Additional Trustee appointed under Article 54, and
 - (e) any Further Trustees approved under Article 54A
- 47 Future Trustees required by Article 46 shall be appointed under these Articles
- 48 The Principal Sponsor shall appoint the Sponsor Trustees
- 48A The chairs of the Local Governing Bodies may be appointed by the Sponsor Trustees to act as Academy Trustees, although only on a rotational basis which shall be set out in the Terms of Reference
- 48B In the event that a person is both a Sponsor Trustee and an Academy Trustee, he or she shall immediately cease to be a Sponsor Trustee
- 49 Every person proposed to be appointed as a Trustee shall sign a declaration in such form to be determined by the Trustee Board from time to time consenting to act as a Trustee
- 50 Every person proposed to be appointed shall be subject to such checks as the Trustee Board may from time to time reasonably require

CO-OPTED TRUSTEES

- 51 The Trustee Board may appoint up to 3 co-opted Trustees. A 'co-opted Trustee' means a person who is appointed to be a Trustee by being co-opted by Trustees who have not themselves been so appointed.

APPOINTMENT OF ADDITIONAL TRUSTEES

- 52 The Secretary of State may give a warning notice to the Trustee Board where—
- (a) he is satisfied—
 - (1) 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 54, or

- (2) 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
 - (3) that the safety of pupils or staff of the Academy is threatened (whether by a breakdown of discipline or otherwise), and
 - (b) the Secretary of State has previously informed the Trustee Board of the matters on which that conclusion is based, and
 - (c) those matters have not been remedied to the Secretary of State's satisfaction within a reasonable period
- 53 For the purposes of Article 52 a 'warning notice' is a notice in writing by the Secretary of State setting out—
- (a) the matters referred to in Article 52(a),
 - (b) the action which he requires the Trustee Board to take in order to remedy those matters, and
 - (c) the period within which that action is to be taken by the Trustee Board ('the compliance period')
- 54 The Secretary of State may appoint Additional Trustees as he thinks fit if he has
- (a) given the Trustee Board a warning notice in accordance with Article 52, and
 - (b) the Trustee Board 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 Trustee Board that he proposes to exercise his powers under this Article
- 54A The Secretary of State may also appoint such Further Trustees as he thinks fit if a Special Measures Termination Event (as defined in the relevant supplemental agreement) occurs in respect of any Academy
- 54B The Secretary of State may give a DFE Principal Agreement Warning Notice to the Academy Trust, each of the Trustees and the members of the Local Governing Body where
- a) the Secretary of State is under a liability to make payment to the LA pursuant to the DFE Principal Agreement in respect of any Normal Payment Matters, or

- b) the Secretary of State considers that in the immediately preceding 12 month period, the aggregate of payments made by the Academy Trust and/or the PFI Academy to the LA pursuant to the DFE Principal Agreement in respect of Normal Payment Matters has reached a level which the Secretary of State considers to be excessive and which may (assessed objectively) cause the PFI Academy material financial difficulties, or
- c) not used, or
- d) the Secretary of State considers (acting reasonably) that there has been a Persistent Breach of the School Agreement and/or the DFE Principal Agreement likely to materially and adversely impact on the provision of educational services at the PFI Academy and for the purposes of this Article 54B(d) "Persistent Breach" means
 - (i) a particular breach (including, but not limited to, a breach which relates to contract management and co-operation) which has recurred three (3) or more times in any rolling six (6) month period, or
 - (ii) the occurrence of five (5) or more different breaches (including, but not limited to, breaches which relates to contract management and co-operation) in any rolling six (6) month period, or
- e) the Trust and/or the PFI Academy has committed a material breach of the Schools Agreement and/or the DFE Principal Agreement

54C The Secretary of State may appoint Additional Trustees to the Trust at any time and as he thinks fit if

- a) the LA has recovered any sums from the Secretary of State pursuant to the DFE Principal Agreement, or
- b) the Trust and/or PFI Academy has received a DFE Principal Agreement Warning Notice pursuant to Article 54B and the Trust has not, within 20 working days of such notice provided a remediation plan (i) setting out the Trust's proposals to improve compliance with the School Agreement and/or the DFE Principal Agreement, (ii) setting out a response by way of explanation to the description of the breach or other circumstances which gave rise to the DFE Principal Agreement Warning Notice and (iii) dealing with such other matters as may be the subject of the relevant DFE Principal Agreement Warning Notice, such plan to be acceptable to the Secretary of State (acting reasonably), or
- c) the Trust has failed to comply with a material recommendation of the auditors appointed by the Secretary of State under clause 97 of the Master Funding Agreement where such recommendation relates to

the implementation of any statement of any recommended accounting practice required to be adopted by the Trust,

- d) if the Trust and/or the PFI Academy has committed a breach of the School Agreement and/or the DFE Principal Agreement which causes an Authority Default (as defined in the Project Agreement),
- e) the circumstances envisaged by clauses 5 17 or 5 18 of the Supplemental Funding Agreement in respect of EAG funding and are applicable,

provided that the Secretary of State may only appoint such Additional Trustees if to do so is in the interests of the PFI Academy For the avoidance of doubt, except in relation to the circumstances detailed in Article 54C(b), the Secretary of State is not required to serve a DFE Principal Agreement Warning Notice prior to appointing Additional Trustees under Article 54C

- 54D The Secretary of State shall notify the Trustees of the roles and duties to be fulfilled by the Additional Trustees
- 54E The Existing Trustees acknowledge and agree that the Additional Trustees shall be entitled to fulfil such roles and duties and the Existing Trustees shall co-operate with the Additional Trustees so as to enable them to perform their roles and duties
- 54F Within 5 days of the Secretary of State appointing any Additional or Further Trustees in accordance with Article 54, 54A or 54C, any Sponsor Trustees holding office immediately preceding the appointment of such Trustees, shall resign immediately and the Principal Sponsor's power to appoint Trustees under Article 48 shall cease

TERM OF OFFICE

- 55 Except in relation to the Principal Sponsor's founder (whose term may continue until resignation or removal) and subject to Article 55A
 - (a) unless terminated earlier in accordance with these Articles, the term of office for any Trustee shall be 4 years, and
 - (b) subject to remaining eligible to be a Trustee any Trustee may be re-appointed for consecutive periods not exceeding 8 years in total but thereafter a Trustee shall not be eligible for re-appointment until one year after his or her retirement, unless agreed exceptionally by resolution of the Sponsor Trustees that he or she shall be eligible to serve for a further consecutive term

55A In the case of the Academy Trustees

(a) the term of office shall usually be 2 years provided always that, pursuant to Article 56A, if an Academy Trustee ceases to act as a chair of a Local Governing Body, then his or her term of office as an Academy Trustee shall be terminated sooner, and

(b) subject to remaining eligible to be a Trustee and subject to any rotation set out in the Terms of Reference, an Academy Trustee may be re-appointed for consecutive periods not exceeding 4 years in total but thereafter an Academy Trustee shall not be eligible for re-appointment until one year after his or her retirement, unless agreed exceptionally by resolution of the Sponsor Trustees that he or she shall be eligible to serve for a further consecutive term

RESIGNATION AND REMOVAL

56 A Trustee shall cease to hold office if he resigns his office by notice to the Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect)

56A An Academy Trustee shall cease to hold office if he ceases to be the chair of a Local Governing Body

57 A Trustee shall cease to hold office if he is removed by the person or persons who appointed him

58 Where a Trustee resigns his office or is removed from office, the Trustee or, where he is removed from office, those removing him, shall give written notice thereof to the clerk

58A Where an Additional or Further Trustee appointed pursuant to Articles 54, 54A or 54C ceases to hold office as a Trustee for any reason, other than being removed by the Secretary of State, the Secretary of State shall be entitled to appoint an Additional or Further Trustee in his place

DISQUALIFICATION OF TRUSTEES

59 No person shall be qualified to be a Trustee unless he is aged 18 or over at the date of his election or appointment No current pupil of any of the Academies shall be a Trustee

60 A Trustee shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs

61 A Trustee shall cease to hold office if he is absent without the permission of the Trustee Board from all their meetings held within a period of six months and the Trustees resolve that his office be vacated

62 A person shall be disqualified from holding or continuing to hold office as a

Trustee if—

(a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced, and/or

(b) he is the subject of a bankruptcy restrictions order or an interim order

- 63 A person shall be disqualified from holding or continuing to hold office as a Trustee 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)
- 64 A Trustee shall cease to hold office if he ceases to be a Trustee 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)
- 65 A person shall be disqualified from holding or continuing to hold office as a Trustee if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission 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
- 66 A person shall be disqualified from holding or from continuing to hold office as a Trustee at any time when he is
- (a) included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999, or
- (b) disqualified from working with children under sections 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000 or
- (c) barred from regulated activity relating to children (within the meaning of section 3(2)(a) of the Safeguarding Vulnerable Groups Act 2006)
- 67 A person shall be disqualified from holding or continuing to hold office as a Trustee if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002
- 68 A person shall be disqualified from holding or continuing to hold office as a Trustee 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

- 69 A person shall be disqualified from holding or continuing to hold office as a Trustee if he has not provided to the chairman of the Trustees a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of the chairman 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.
- 70 Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Trustee, and he is, or is proposed, to become such a Trustee, he shall upon becoming so disqualified give written notice of that fact to the clerk.
- 71 Articles 59 to 71 also apply to any member of any committee of the Trustees, including a Local Governing Body, who is not a Trustee.

CLERK TO THE GOVERNING BODY

- 72 The secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be appointed by them. The secretary shall be known as "the clerk". The clerk shall not be a Trustee or the Principal. Notwithstanding this Article, the Trustee Board may, where the clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as clerk for the purposes of that meeting.

CHAIRMAN AND VICE-CHAIRMAN OF THE TRUSTEES

- 73 The Trustees shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number. A Trustee who is employed to work at the Academy shall not be eligible for election as chairman or vice-chairman.
- 74 Subject to Article 75, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with that Article.
- 75 The chairman or vice-chairman may at any time resign his office by giving notice in writing to the clerk. The chairman or vice-chairman shall cease to hold office if—
- (a) he ceases to be a Trustee,
 - (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-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman
- 76 Where by reason of any of the matters referred to in Article 75, a vacancy arises in the office of chairman or vice-chairman, the Trustees shall at their next meeting elect one of their number to fill that vacancy
- 77 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
- 78 Where in the circumstances referred to in Article 77 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Trustees shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Trustee elected shall not be a person who is employed to work at the Academy
- 79 The clerk shall act as chairman during that part of any meeting at which the chairman is elected
- 80 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot
- 81 The Trustees may remove the chairman or vice-chairman from office in accordance with this Article
- (a) a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Trustee Board shall not have effect unless—
 - it is confirmed by a resolution passed at a second meeting of the Trustee Board held not less than fourteen days after the first meeting, and
 - 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
 - (b) before the Trustee Board resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Trustee or Trustees 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 TRUSTEES

- 82 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Trust shall be managed by the Trustees who may exercise all the powers of the Trust No

alteration of the Articles and no such direction shall invalidate any prior act of the Trustees 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 Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees

83 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers, namely

(a) to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Trust 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, and

(b) to enter into contracts on behalf of the Trust

84 In the exercise of their powers and functions, the Trustees may consider any advice given by the Principal or any other executive officer

CONFLICTS OF INTEREST

85 Any Trustee who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Trustee shall disclose that fact to the Trustees as soon as he becomes aware of it. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Trust and any duty or personal interest (including but not limited to any Personal Financial Interest)

85A For the purpose of Article 85, a Trustee has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Trustee as permitted by and as defined by Article 6

TRUSTEES' EXPENSES

86 Except to the extent permitted by Article 6 and subject to Articles 85 and 85A, no Trustee shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a Trustee in any contract to which the Trust is a party

THE MINUTES

87 The minutes of the proceedings of a meeting of the Trustee Board 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 Trustee Board) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of

- (a) all appointments of officers made by the Trustees, and
- (b) all proceedings at meetings of the Trust and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting

LOCAL GOVERNING BODY

88 The Trustees shall appoint separate committees to be known as Local Governing Bodies for each of the Academies to include

- a The Principal of that Academy,
- b at least two elected parent governors,
- c at least one elected staff governor, and
- d other such members as the Trustees decide

88A In respect of the Local Governing Body for an Academy which is located upon land held freehold by a Diocese or other body of the Church of England or the Catholic Church, as the case may be ("**Diocese**")

- a) the Local Governing Body shall additionally comprise of two appointees of the Diocese,
- b) the Local Governing Body shall consult and co-operate with the Diocese to retain the policies and practices relevant to the religious and spiritual character of the Academy including policies and practices regarding collective worship, religious education, admissions and employment practices, and
- c) the Trustees shall consult with the Diocese with regard to the appointment and removal of members of the Local Governing Body and shall have regard to any views expressed

89 Each Local Governing Body shall have a chairman. The first chairman of each Local Governing Body shall be appointed by the Sponsor Trustees. Subsequent appointments of the chairman shall be made in accordance with the process set out in the Terms of Reference, either by the Sponsor Trustees or the members of the Local Governing Body, depending on the classification of the relevant Academy under the Terms of Reference

89A The Sponsor Trustees may remove a chairman of a Local Governing Body

90 Subject to Article 89A, the term of office of a chairman of a Local Governing Body shall be

(a) 2 years except that, where a chairman is also an Academy Trustee and his 2 year term as a chairman would expire prior to the cessation of the term of office as an Academy Trustee, the chairman's term of office shall be extended so that it is coterminous with his term of office as an Academy Trustee, and

(b) subject to any other applicable provisions in the Terms of Reference

90A Local Governing Bodies and any sub-committees of a Local Governing Body shall be constituted and conducted in accordance with these Articles and the Terms of Reference

DELEGATION

91 Subject to these Articles the Trustees may delegate to any committee, any Trustee holding an executive office, or to the Principal, 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 Trustees may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered

92 Where any function of the Trustees has been delegated under Article 91 or is otherwise exercised by any committee established by them, including a Local Governing Body, any Trustee holding an executive office, the Principal 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 Trustees in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the Trustees immediately following the taking of the action or the making of the decision

93 The Trustees may establish any committee, including the Local Governing Bodies, to exercise, subject to these Articles, powers and functions of the Trustees. The constitution, membership and proceedings of any committee of the Trustees shall be determined by the Trustees. The establishment, terms of reference, constitution and membership of any committee of the Trustees shall be reviewed at least once in every twelve months. The membership of any committee of the Trustees may include persons who are not Trustees, provided that, except in relation to a Local Governing Body, at least one member of any such committee shall be a Trustee. The Trustees may determine that some or all of the members of a committee who are not Trustees shall be entitled to vote in any proceedings of the committee. Except in relation to a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees

- 93A The Sponsor Trustees may appoint representatives to be members of the Local Governing Body at their discretion, on the basis set out in the Terms of Reference

PRINCIPALS

- 93B The Trustees shall appoint the Principals The Trustees may delegate such powers and functions as they consider are required by the Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Trustees and for the direction of the teaching and curriculum at the Academies)

MEETINGS OF THE TRUSTEES

- 94 Subject to these Articles, the Trustees may regulate their proceedings as they think fit

- 95 The Trustee Board shall hold at least one meeting in every school term Meetings of the Trustee Board shall be convened by the clerk In exercising his functions under this Article the clerk shall comply with any direction—

(a) given by the Trustee Board, or

(b) given by the chairman of the Trustee Board or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Trustee Board, so far as such direction is not inconsistent with any direction given as mentioned in (a)

- 96 Any three Trustees may, by notice in writing given to the clerk, requisition a meeting of the Trustee Board, and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable

- 97 Each Trustee shall be given at least fourteen clear days before the date of a meeting –

(a) notice in writing thereof, signed by the clerk, and sent to each Trustee at the address provided by each Trustee from time to time, and

(b) 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 therefore are given within such shorter period as he directs

- 98 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

- 99 A resolution to rescind or vary a resolution carried at a previous meeting of the Trustee Board shall not be proposed at a meeting of the Trustee Board unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting
- 100 A meeting of the Trustee Board shall be terminated forthwith if—
- (a) the Trustee Board so resolve, or
 - (b) the number of Trustees present ceases to constitute a quorum for a meeting of the Trustee Board in accordance with Article 103, subject to Article 104
- 101 Where in accordance with Article 100 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
- 102 Where the Trustee Board resolve in accordance with Article 101 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Trustee Board 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
- 103 Subject to Article 104 the quorum for a meeting of the Trustee Board, and any vote on any matter thereat, shall be
- (i) any three Trustees, provided that at least two are Sponsor Trustees, or, where greater
 - (ii) any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, provided that a majority are Sponsor Trustees
- If the Secretary of State has appointed Additional Trustees then a majority of the quorum must be made up of Additional Trustees
- 104 The Trustees may act notwithstanding any vacancies in their number, but, if the numbers of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting
- 105 The quorum for the purposes of—
- (a) any vote on the removal of a member of the Trustee Board in accordance

with Article 58,

- (b) any vote on the removal of the chairman of the Trustee Board in accordance with Articles 58 and 75

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

- 106 Subject to these Articles, every question to be decided at a meeting of the Trustee Board shall be determined by a majority of the votes of the members present and voting on the question

- 107 Subject to Articles 100 to 102, 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 in addition to any other vote he may have

- 108 The proceedings of the Trustee Board shall not be invalidated by—

- (a) any vacancy among their number, or

- (b) any defect in the election, appointment or nomination of any Trustee

- 109 A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees (or as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees

- 110 Subject to this Article, the Trustee Board shall ensure that a copy of—

- (a) the agenda for every meeting of the Trustee Board and Local Governing Body,

- (b) the draft minutes of every such meeting, if they have been approved by the person acting as chairman 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 is reasonably practicable, made available at the Academy to persons wishing to inspect them

- 111 There may be excluded from any item required to be made available in pursuance of Article 110, 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, either the Trustees or the Local Governing Body (as the case may be) are satisfied should remain confidential

112 Any Trustee shall be able to participate in meetings of the Trustees 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,

(b) the Trustees 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 shall be able to participate in meetings of the Trustee Board by telephone provided that he has given notice of his intention to do so detailing the telephone number on which he can be reached at the time of the meeting at least 48 hours before the meeting

113 Not used

114 Not used

115 Not used

PATRONS AND HONORARY OFFICERS

116 The Trustees may from time to time appoint any person whether or not a Member of the Trust to be a patron of the Trust or to hold any honorary office and may determine for what period he is to hold such office

THE SEAL

117 The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the clerk or by a second Trustee

ACCOUNTS

118 Accounts shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Trust was a non-exempt charity and Parts

15 and 16 of the Companies Act 2006 and shall file these with the Secretary of State and the Principal Regulator by 31 December each financial year of the Trust

ANNUAL REPORT

- 119 The Trustees shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Trust was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each financial year of the Trust

ANNUAL RETURN

- 120 The Trustees shall comply with their obligations under Part 24 of the Charities 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 and in accordance with the Statement of Recommended Practice as if the Trust was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each financial year of the Trust

NOTICES

- 121 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 Trustees need not be in writing
- 122 A notice may be given by the Trust 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 Trust 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 Trust
- 123 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
- 124 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

- 125 Subject to the provisions of the Companies Act 2006 every Trustee or other officer or Trustee or auditor of the Trust shall be indemnified out of the assets of the Trust 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 trust in relation to the affairs of the Trust

RULES

- 126 The Trustees 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 Trust 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 by such rules or bye laws regulate
- (a) the admission and classification of Members of the Trust (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members,
 - (b) the conduct of Members of the Trust in relation to one another, and to the Trust's employees,
 - (c) the setting aside of the whole or any part or parts of the Trust'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 Trustees and committees of the Trustees and meetings of the Local 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
- 127 The Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Trust all such rules or bye laws, which shall be binding on all Members of the Trust Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles

AVOIDING INFLUENCED COMPANY STATUS

- 128 Notwithstanding the number of Members from time to time, the maximum

aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in general meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis

- 129 No person who is a Local Authority Associated Person may be appointed as a Trustee if, once the appointment had taken effect, the number of Trustees who are Local Authority Associated Persons would represent 20% or more of the total number of Trustees. Upon any resolution put to the Trustees, the maximum aggregate number of votes exercisable by any Trustees who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Trustees on such a resolution and the votes of the other Trustees having a right to vote at the meeting will be increased on a pro-rata basis
- 130 No person who is a Local Authority Associated Person is eligible to be appointed to the office of Trustee unless his appointment to such office is authorised by the local authority to which he is associated
- 131 If at the time of either his becoming a Member of the Trust or his first appointment to office as a Trustee any Member or Trustee was not a Local Authority Associated Person but later becomes so during his membership or tenure as a Trustee he shall be deemed to have immediately resigned his membership and/or resigned from his office as a Trustee as the case may be
- 132 If at any time the number of Trustees or Members who are also Local Authority Associated Persons would (but for Articles 128 to 133 inclusive) represent 20% or more of the total number of Trustees or Members (as the case may be) then a sufficient number of the Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Trustees or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Trustees or Members (as the case may be) is never equal to or greater than 20% of the total number of Trustees or Members (as the case may be). Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment date the most recently appointed resigning first
- 133 The Members will each notify the Trust and each other if at any time they believe that the Trust or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act)