

Company number 06228587

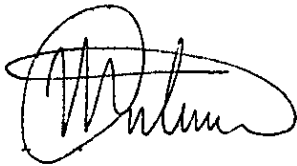
THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY GUARANTEE  
HARRIS FEDERATION

SPECIAL RESOLUTION

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution of the members of the Company was passed as a written resolution on 27<sup>th</sup> June 2012

SPECIAL RESOLUTION

- 1 **THAT** new articles of association of the Company in the form of the printed document annexed to this resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

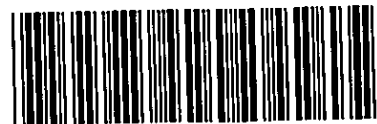


Secretary  
for and on behalf of the Company

Dated 28/6/12

101247/5/3452926-v0 1

SATURDAY



A17 \*A1CNHTNK\* #61  
07/07/2012  
COMPANIES HOUSE

Company number: 06228587

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

HARRIS FEDERATION (the "Company")

Company registered office: 4<sup>th</sup> Floor Norfolk House, Wellesley Road, Croydon, United Kingdom, CR0 1LH

WRITTEN RESOLUTION OF THE MEMBERS

CIRCULATION DATE 27<sup>th</sup> June 2012 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

Resolution 1 below is passed as a special resolution ("Special Resolution")

SPECIAL RESOLUTION

- 1 THAT new articles of association of the Company in the form of the printed document annexed to this resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

AGREEMENT TO THE RESOLUTION

Please read the notes below before signifying your agreement to the Special Resolution

The undersigned, being a member of the Company and entitled to vote on the above resolution on the Circulation Date, hereby agrees to the above Special Resolution

Signed



Date

27/6/12

NOTES

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company's head office. If you do not agree to the resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 3 If you agree to the resolution, please ensure that your agreement reaches us before the date at the end of the period of 28 days beginning with the Circulation Date. The resolution will lapse if sufficient agreement for the resolution has not been received by that time.

- 4 If you are signing this document on behalf of a person under a power of attorney or other authority, please send the power or authority (or a duly certified copy of it) to the Company in hard copy form when returning this document in hard copy form

Phil Sanders

Company number: 06228587

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

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Phil Sanders

Date

27/6/12

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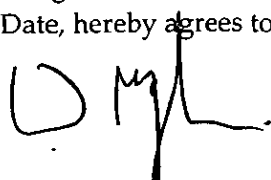
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THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
HARRIS FEDERATION  
COMPANY NUMBER: 6228587

(Adopted by written resolution on 27<sup>th</sup> June 2012)

Lewis Silkin LLP  
5 Chancery Lane  
Clifford's Inn  
London EC4A 1BL

REF: GRD/95682.1



THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
HARRIS FEDERATION

INTERPRETATION

1. In these Articles:-

"Academies"	means the schools referred to in clause 3 of the Memorandum and established by the Company and "Academy" shall mean any one of them;
"Academy Directors"	means the Directors appointed pursuant to article 40;
"Academy Governing Bodies"	means committees of the Directors appointed pursuant to article 84 (and "Academy Governing Body" has a corresponding meaning);
"the Act"	means the Companies Act 1985;
"Additional Directors"	means Directors appointed by the Secretary of State in accordance with article 43;
"Articles"	means the Articles of Association of the Company for the time being in force;
"Associated Company"	means any other company which is for the time being and from time to time a subsidiary or associated undertaking (as defined in the Act) of the Company;
"Chief Executive Officer"	means such person as may be appointed by the Directors as the chief executive of the Company or, if more than one person has been so appointed, each of such persons;

"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,
"the Company"	means the company intended to be regulated by these articles;
"DfE"	means the Department for Education or any successor body;
"DfE Director"	means a Director appointed by the Secretary of State in accordance with article 38 or 39 and "DfE Directors" shall be construed accordingly;
"Directors"	means the directors of the Company (and "Director" has a corresponding meaning);
"executed"	includes any mode of execution;
"the LAs"	means all the local authorities covering the areas in which the Academies operate (and "the LA" shall mean any one of these local authorities);
"Member"	means a member of the Company and someone who as such is bound by the undertaking contained in clause 7 of the Memorandum;
"the Memorandum"	means the memorandum of association of the Company;
"Office"	means the registered office of the Company;
"Principals"	means the principals or head teachers of each of the Academies (and "Principal" has a corresponding meaning);
"Principal Sponsor"	Lord Harris of Peckham or such other person as may be appointed in accordance with article 8;
"the relevant Funding Agreements"	means the funding agreements entered into by the Company and the Secretary of State relating to each of the Academies,
"the seal"	means the common seal of the Company if it has one;
"secretary"	means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"Secretary of State"	means The Secretary of State for the DfE;
"Sponsor Directors"	means Directors appointed by the Principal Sponsor in accordance with article 37 and "Sponsor Director" shall be construed accordingly;
"teacher"	means a teacher employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher,
"the United Kingdom"	means the United Kingdom of Great Britain and Northern Ireland.

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

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

In these Articles any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supercedes such statute or statutory provision including any modification or amendment thereto

## OBJECTS

2. The Company is established for the objects expressed in the Memorandum ("Objects").

## MEMBERS

- 3 The Members of the Company shall comprise:
  - a) The Principal Sponsor,
  - b) Two persons nominated by the Principal Sponsor, and
  - c) One person nominated by the Secretary of State.
4. The Principal Sponsor shall have the right from time to time by written notice delivered to the Office to remove any Member nominated by him or her and, subject to that person complying with article 6, to nominate a replacement Member to fill a vacancy whether resulting from such removal or otherwise.
5. The Secretary of State shall have the right from time to time by written notice delivered to the Office to remove any Member nominated by him or her and, subject to that person complying with article 6, to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.
6. 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

7. The other Members may in their absolute discretion permit a Member to resign. A Member shall cease to be a Member immediately on the receipt by the Company of a notice in writing signed by the person or persons entitled to remove him under articles 4 or 5 (provided that no such notice shall take effect when the number of Members is one unless it contains or is accompanied by the appointment of a replacement Member).
8. In the event of the death of Lord Harris of Peckham, his wife, Lady Harris, shall replace him as Principal Sponsor. If at the relevant time Lady Harris is deceased or unwilling or unable due to physical or mental incapacity to act as Principal Sponsor his son, Martin Harris shall replace him as Principal Sponsor. If at the relevant time Martin Harris is deceased or unwilling or unable due to physical or mental incapacity to act as Principal Sponsor Lord Harris of Peckham's other son Peter Harris shall replace Lord Harris as the Principal Sponsor. If at the relevant time Peter Harris is also deceased or unwilling or unable due to physical or mental incapacity to act as Principal Sponsor then such other person as Lord Harris may name as his replacement in any will or letter of wishes valid as at the date of his death or, in the absence of such a person being named, such person as Lord Harris' executors shall determine shall replace Lord Harris as the Principal Sponsor. Upon the death of any Principal Sponsor other than Lord Harris, such Principal Sponsor shall be replaced by such person as may be named in the relevant Principal Sponsor's will or letter of wishes valid as at the date of his or her death or, in the absence of such a person being named, such person as the relevant Principal Sponsor's executors shall determine. Notwithstanding the foregoing provisions of this article, none of Martin Harris, Peter Harris or any other person who is not named in this article may become Principal Sponsor without the prior written approval of that person by the Secretary of State, which approval shall not be unreasonably withheld or delayed.

#### GENERAL MEETINGS

9. The Company 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 Company and that of the next. Provided that so long as the Company 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 Directors shall decide. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
10. The Directors 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 Directors to call a general meeting, any Director or any Member may call a general meeting.

#### NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other Extraordinary General Meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed by all the Members entitled to attend and vote. 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.
12. 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.

13. No business shall be transacted at any general 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 corporation which is a Member, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
14. If a quorum is not present within half an hour from the time appointed for a general 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 Directors may determine.
15. The chairman, if any, of the Directors shall preside as chairman of each general meeting, but if the chairman is not present within fifteen minutes after the time appointed for the holding the meeting, the Members present shall elect one of their number to be chairman and if there is only one Member present he shall be the chairman.
16. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
17. The chairman of a general meeting 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 a general 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 14 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.

18. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
  - a) by the chairman of the meeting; or
  - b) by any Member having the right to vote at the meeting.
19. Unless a poll is duly demanded a declaration by the chairman of the meeting 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.
20. 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.
21. A poll shall be taken immediately after it has been demanded and the chairman of the meeting 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.
22. 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.
23. 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.
24. A resolution in writing signed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more Members.

#### VOTES OF MEMBERS

25. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote. In the case of an equality of votes, whether on a show of hands or a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
26. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
27. No objections shall be raised to the qualification of any person to vote at any quorate meeting 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 of the meeting whose decision shall be final and conclusive.
28. 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 Directors 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/extraordinary general meeting of the Company to be held on ..20[ ], and at any adjournment thereof

Signed on .. 20[ ]"

29. 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 Directors 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/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.

Signed on . 20[ ]"

30. 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 Directors 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 Company in relation to the meeting 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 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 Director;

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

31. 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 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.

32. Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any 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 Member.

#### DIRECTORS

33. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
34. The Company shall have the following Directors:
- a) up to 12 Sponsor Directors;
  - b) up to 20 Academy Directors,
  - c) any DfE Directors; and
  - d) any Additional Directors.
35. The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, and shall be deemed to be Sponsor Directors.
36. Future Directors shall be appointed under these Articles.

#### APPOINTMENT OF SPONSOR DIRECTORS

37. The Principal Sponsor may by notice in writing to the Company delivered to the Office appoint up to 12 Directors.

#### APPOINTMENT OF DfE DIRECTORS

38. The Secretary of State may by notice in writing to the Company delivered to the Office appoint one Director.
39. The Secretary of State may by notice in writing to the Company delivered to the Office appoint a further Director or, if no Director has been appointed under article 38 two further Directors, if he is entitled to do so in accordance with a relevant Funding Agreement.

#### ACADEMY DIRECTORS

40. The Chairman of each Academy Governing Body, for as long as he remains in office as such, shall be an Academy Director ex officio provided that the total number of Academy Directors shall not exceed 20.

#### APPOINTMENT OF ADDITIONAL DIRECTORS

41. The Secretary of State may give a warning notice to the Company where—
- a) he is satisfied—

- i) that the standards of performance of pupils at any of the Academies are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article 43, or
    - ii) that there has been a serious breakdown in the way any of the Academies are managed or governed which is prejudicing, or likely to prejudice, such standards of performance, or
    - iii) that the safety of pupils or staff of any of the Academies are threatened (whether by a breakdown of discipline or otherwise); and
  - b) the Secretary of State has previously informed the Company 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.
42. For the purposes of article 41 a 'warning notice' is a notice in writing to the Company delivered to the Office setting out—
- a) the matters referred to in Article 41(a);
  - b) the action which he requires the Company to take in order to remedy those matters; and
  - c) the period within which that action is to be taken by the Company ('the compliance period')
43. The Secretary of State may appoint such number of Additional Directors as he thinks fit if the Secretary of State has:
- a) given the Company a warning notice in accordance with article 41; and
  - b) the Company has failed to comply 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 Company that he proposes to exercise his powers under this article.

#### ALTERNATE DIRECTORS

44. Any Sponsor Director (other than an alternate director) may, with the prior written consent of the Principal Sponsor, appoint any other Sponsor Director who is willing to act to be an alternate director and may remove from office an alternate director so appointed by him.
45. An alternate director shall be entitled to receive notice of all meetings of the Directors and of all meetings of committees of Directors of which his

appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. It shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

46. An alternate director shall cease to be an alternate director if his appointor ceases to be a Director.
47. Any appointment or removal of an alternate director shall be by notice to the Company and delivered to the Office signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
48. Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him. Nonetheless for the purposes of clause 5 of the Memorandum any interest of the appointor of an alternative director shall be treated as an interest of the alternate director.

#### TERM OF OFFICE

49. The term of office for any Director (other than the Principal Sponsor) shall be three years Subject to remaining eligible to be a Director and to articles 53 to 63 below, any Director may be re-appointed.

#### RESIGNATION AND REMOVAL

50. A Director shall cease to hold office if he resigns his office by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect).
51. A Director shall cease to hold office if he is removed by the person or persons who appointed him by such person giving notice in writing to the Company and delivered to the Office.
52. Where a Director resigns his office or is removed from office, the Director or, where he is removed from office, the person removing him shall give written notice thereof to the secretary

#### DISQUALIFICATION OF DIRECTORS

53. No person shall be qualified to be a Director unless he is aged 18 or over at the date of his election or appointment. No pupil of any Academy shall be a Director.
54. A Director shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

55. A Director shall cease to hold office if he is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated.
56. A person shall be disqualified from holding or continuing to hold office as a Director if—
- a) he has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged and the bankruptcy order has not been annulled or rescinded; or
  - b) he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.
57. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he is subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order)
58. A Director shall cease to hold office if he ceases to be a Director 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.
59. A person shall be disqualified from holding or continuing to hold office as a Director if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
60. A person shall be disqualified from holding or continuing to hold office as a Director 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 and 29 of the Criminal Justice and Court Services Act 2000.
61. A person shall be disqualified from holding or continuing to hold office as a Director if he is a person in respect of whom direction has been made under section 142 of the Education Act 2002.
62. A person shall be disqualified from holding or continuing to hold office as a Director 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, and excluding any offence for which the maximum sentence is a fine or

a lesser sentence.

63. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he refuses a request by the secretary, following a referral from either the Chairman of Directors or the Principal, to make an application under section 113 of the Police Act 1997 for a criminal records certificate. That application will be at an enhanced disclosure level. In the event that the certificate discloses any information which would in the opinion of either the Chairman of Directors or the Principal of any Academy indicate his unsuitability to work with children that person shall be disqualified from being a Director. 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.
64. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the secretary.
65. Articles 53 to 63 also apply to any member of any committee of the Directors including without limitation an Academy Governing Body who is not a Director and to any alternate director.

#### SECRETARY

66. Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The secretary shall not be a Director or a Principal. Notwithstanding this article, the Directors may, where the secretary fails to attend a meeting of theirs, appoint any one of their number or any other person to act as secretary for the purposes of that meeting.

#### CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS

67. Subject to article 72, the Principal Sponsor shall, unless he nominates another person in his place, be the chairman of the Directors and shall be entitled to appoint the vice-chairman of the Directors from time to time. Any such appointments or nominations shall be made in writing and shall be delivered to the Office. A Director who is employed to work at any of the Academies or by the Company shall not be eligible for election as chairman or vice-chairman.
68. Subject to article 69, the chairman or vice-chairman shall hold office as such until his successor has been appointed in accordance with article 67.
69. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Company. The chairman or vice-chairman shall cease to hold office if:

- a) he ceases to be a Director;
  - b) he is employed to work at any of the Academies or by the Company;
  - c) he is removed from office as a Director in accordance with these Articles; or
  - d) in the case of the vice-chairman, he is appointed in accordance with these Articles to fill a vacancy in the office of chairman.
70. 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.
71. Where in the circumstances referred to in article 70 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Directors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Director elected shall not be a person who is employed to work at any of the Academies or by the Company. The secretary shall act as chairman during that part of any meeting at which the chairman is elected.
72. In the event that the Secretary of State has exercised his rights under article 43 the Directors 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 Directors shall not have effect unless
    - i) it is confirmed by a resolution passed at a second meeting of the Directors held not less than fourteen days after the first meeting ('the second meeting'), and
    - ii) 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, and
  - b) before the Directors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Director or Directors 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 DIRECTORS

73. Subject to provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or the Articles and no such direction shall

invalidate any prior act of the Directors 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 Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

- 74 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely:
- a) to expend 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 transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;
  - b) to enter into contracts on behalf of the Company.
75. The Directors shall appoint a Chief Executive Officer to whom the Principals shall report.
76. The Directors shall each year approve a business plan of each Academy which shall then be sent to the Principal Sponsor for his approval. The business plans shall incorporate estimates of the income and expenditure of the Academy for the year in question and the performance targets to be achieved by the Academy in that year. Such business plan must be approved by the Principal Sponsor prior to implementation. This article shall not apply where the Secretary of State has exercised his powers to appoint additional directors under article 43 and for as long as such additional directors hold office.
77. The Directors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the Academies and shall consider any advice given by the Principals and by the Chief Executive Officer.
78. Any bank account in which any money of the Company is deposited shall be operated by the Directors in 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 Directors.

#### DIRECTORS' EXPENSES

79. Directors may at the discretion of the Directors 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 Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

80. Except to the extent permitted by clause 5 of the Memorandum no Director shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Director in any contract to which the Company is a party.

#### THE MINUTES

81. The minutes of the proceedings of a meeting of the Directors shall be drawn up and entered into a book kept for the purpose by the person acting as secretary for the purposes of the meeting; and shall be signed (subject to the approval of the Directors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include:
- a) all appointments of officers made by the Directors; and
  - b) of all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors or other persons present at each such meeting.

#### ACADEMY GOVERNING BODIES

82. The Directors may appoint separate committees to be known as Academy Governing Bodies for each of the Academies which shall comprise in the case of each Academy a maximum of 20 members to include:
- a) the Principal of the Academy;
  - b) one elected parent/guardian of a pupil at the Academy;
  - c) one elected non-teaching staff member employed at the Academy;
  - d) one elected teacher member employed at the Academy,
  - e) the Chief Executive Officer with responsibility for the relevant Academy; and
  - f) such other members as the Directors decide.
83. Each Academy Governing Body shall have a chairman and a vice chairman. The chairman and vice chairman of each Academy Governing Body shall be appointed unless the Secretary of State has exercised his rights under article 43 respectively by the Principal Sponsor and the Directors and shall, subject as provided in these Articles, serve in such capacities for a period of 12 months. The Principal, Chief Executive Officer, the teacher member and the non-teaching staff member shall not be eligible to serve as chairman or vice chairman of an Academy Governing Body. The parent member, non-teaching staff member and teacher member for each Academy Governing Body shall be elected in accordance with a process determined by the Directors. Each Academy Governing Body shall also have:-



- a. a member of the Academy Governing Body with responsibility for Special Educational Needs,
- b. a member of the Academy Governing Body with responsibility for child protection;
- c. a member of the Academy Governing Body with responsibility for financial matters at the relevant Academy; and
- d. a secretary to the Academy Governing Body who shall be responsible for providing administrative assistance to the Academy Governing Body including, but not limited to, preparing the minutes of the Academy Governing Body.

#### DELEGATION

- 84. Subject to these Articles the Directors may delegate any of their powers or functions to any committee. They may also delegate to the Principal or any other holder of an executive office such of their powers or functions as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered
- 85. Where any function of the Directors has been delegated to or is otherwise exercisable by a Director (including the chairman or vice-chairman), the Principal, or a committee established by them, any Director, Principal or committee to whom a function of the Directors has been delegated or who has otherwise exercised a function of the Directors shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the Directors immediately following the taking of the action or the making of the decision.
- 86. The Directors may establish any committee, including the Academy Governing Bodies, to exercise, subject to these Articles, the powers and functions of the Directors. Save in the case of Academy Governing Bodies the constitution, membership and proceedings of any committee of the Directors shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee, including Academy Governing Bodies, of the Directors shall be reviewed at least once in every four years. The membership of any committee of the Directors may include persons who are not Directors PROVIDED THAT (with the exception of the Academy Governing Bodies) a majority of the members of such committees shall be Directors. The members of a committee including an Academy Governing Body who are not Directors shall be entitled to vote in any proceedings of the committee.

#### PRINCIPAL

87. The Directors shall appoint a Principal for each of the Academies provided that such appointment is first approved by the Principal Sponsor. Subject to these Articles, each Principal shall be responsible for the internal organisation, management and control of his or her respective Academy, the implementation of all policies approved of by the Directors and for the direction of the teaching and curriculum. For these purposes the Directors shall delegate those powers and functions required by the Principals.

#### MEETINGS OF THE DIRECTORS

88. Subject to these Articles, the Directors may regulate their proceedings as they think fit.
89. The Directors shall hold at least one meeting in every school term. Meetings of the Directors shall be convened by the secretary. In exercising his functions under this article the secretary shall comply with any direction:
- a) given by the Directors; or
  - b) given by the chairman of the Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in article 89(a).
90. Any three Directors may, by notice in writing given to the secretary, requisition a meeting of the Directors; and it shall be the duty of the secretary to convene such a meeting as soon as is reasonably practicable.
91. Each Director shall be given at least 14 clear days before the date of a meeting:
- a) notice in writing thereof and sent to each Director at the address provided by each Director 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
92. 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.
93. A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Directors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

94. A meeting of the Directors shall be terminated forthwith if:
- a) the Directors so resolve; or
  - b) subject to article 98 the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with article 97.
95. Where the Directors resolve in accordance with article 94 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the secretary to convene a meeting accordingly
96. Where in accordance with article 94 a meeting 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, unless the Directors otherwise resolve, be convened by the secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was so terminated.
97. Subject to article 98 the quorum for a meeting of the Directors shall be any three Directors, or, where greater, any one third of the Directors or their alternates (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting
98. The Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a General Meeting
99. Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote. In the case of an equality of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.
100. The proceedings of the Directors shall not be invalidated by:
- a) any vacancy among their number, or
  - b) any defect in the election, appointment or nomination of any Director.
101. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be valid and effective as if it had been passed at a meeting of Directors (or as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or

more of the Directors.

102. A Director shall be able to participate in meetings of the Directors 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 before the meeting.
103. Subject to article 104, the Directors shall ensure that a copy of:
- a) the agenda for every meeting of the Directors;
  - 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 every Academy to persons wishing to inspect them.
104. There may be excluded from any item required to be made available in pursuance of Article 103, any material relating to:
- a) a named teacher or other person employed, or proposed to be employed, at any Academy,
  - b) a named pupil at, or candidate for admission to, any Academy; and
  - c) any matter which, by reason of its nature, the Directors are satisfied should remain confidential

#### PATRONS AND HONORARY OFFICERS

105. The Directors may from time to time appoint any person whether or not a Member 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

106. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

#### ACCOUNTS

107. Accounts shall be prepared in accordance to the provisions of Part VII of the Act.

## ANNUAL REPORT

108. The Directors shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual report and its transmission to the Commissioners.

## ANNUAL RETURN

109. The Directors shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Commissioners.

## NOTICES

110. 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 Directors need not be in writing
111. 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 that 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.
112. 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.
113. 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

114. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer of the Company may be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, 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.
115. Subject to the provisions of the Act but without prejudice to any other indemnity to which a Director may be entitled, every Director or other officer of the Company may be indemnified out of the Company's assets against any

liability incurred by him:

- a) in defending civil proceedings, brought by a person other than the Company or an Associated Company, connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; or
- b) in defending civil proceedings, brought by the Company or an Associated Company (unless judgment is given against him and the judgment is final), connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; or
- c) in defending criminal proceedings (unless he is convicted and the conviction is final) connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; or
- d) in connection with any application for relief from liability under the provisions for relief in the Act (unless the court refuses to grant him relief, and the refusal is final).

116 Subject to the full extent permitted by law, the Company may provide a Director with funds to meet any liability incurred or to be incurred by him or do any other thing to enable a Director to avoid incurring such liability:

- a) in defending civil proceedings brought by a person other than the Company or an Associated Company connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; or
- b) in defending civil proceedings brought by the Company or an Associated Company (unless judgment is given against him and the judgment is final) connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; or
- c) in defending criminal proceedings connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; or
- d) in connection with any application for relief from liability under the provisions for relief in the Act

provided that the Director shall repay any such funds or discharge any other liability to the Company if:

- e) he is convicted (and the conviction is final) in any criminal proceedings; or
- f) judgment is given against him (and the judgment is final) in any civil proceedings; or
- e) the court refuses to grant him relief (and the refusal is final) in connection

with any application for relief from liability under the provisions for relief in the Act

117. For the purposes of articles 115 and 116, a judgment, conviction or refusal becomes final if:
- a) the period for bringing an appeal (or any further appeal) has ended, and
  - b) any appeal brought is determined, abandoned or otherwise ceases to have effect

#### RULES

- 118 The Directors 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 in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- a) the procedure at general meetings and meetings of the Directors and committees of the Directors, including Academy Governing Bodies, and meetings of the Directors in so far as such procedure is not regulated by the articles; and
  - b) generally, all such matters as are commonly the subject matter of company rules.
119. The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members all such rules or bye laws, which shall be binding on all Members. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.