

Company No. 06336693

**The Companies Act 2006**

**Company limited by guarantee and not having a share capital**

**WRITTEN SPECIAL RESOLUTION**

**of**

**THE COLLEGIATE ACADEMY TRUST**

**Circulation Date:** 13 AUG 2010

Written special resolution of the members passed pursuant to Article 26 of the Company's Articles of Association and the Companies Act 2006.

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 written resolution, and agree that the said resolution 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.

**RESOLUTION**

That the Company adopts the attached amended Articles of Association.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, a person entitled to vote on the above resolutions hereby irrevocably agrees to the Special Resolutions:

Signed.



Print Name: ASHLEY SAVELL-BOSS

CHAIR OF SHIRELAND LEARNING LTD

Date 13<sup>TH</sup> AUGUST 2010

Signed:



Print Name PETER QUILLER MURRAY

CHAIR ORMISTON TRUST

Date 18/8/10

TUESDAY



A06

\*AJN2IMTF\*  
24/08/2010  
COMPANIES HOUSE

132

THE COMPANIES ACTS 1985 AND 2006

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
THE COLLEGIATE ACADEMY TRUST

Adopted by Special Written Resolution dated

18 AUGUST 2010

TUESDAY

A06

24/08/2010  
COMPANIES HOUSE

133

THE COMPANIES ACTS 1985 AND 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL

ARTICLES OF ASSOCIATION OF THE COLLEGIATE ACADEMY TRUST

INTERPRETATION

1 In these Articles -

"the Academies"	means all those Academies operated by the Company as referred to in Article 4 and established by the Company;
"the Articles"	means these articles of association of the Company;
"clear days"	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect,
"clerk"	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, the secretary shall be known as the 'clerk' under article 78;
"the Company"	means the company intended to be regulated by these articles,
"executed"	includes any mode of execution;
"Executive Principal"	means the Executive Principal of the Company;
"Family Committees"	means each of the family committees representing parents and guardians of children attending each Academy as constituted by the trustees, the

	members of which shall be elected by the parents and guardians of the pupils of the Academies (and "Family Committee" has a corresponding meaning),
"financial expert"	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,
"the trustees"	means the directors of the Company (and "trustee" has a corresponding meaning),
"appointed trustee"	means a sponsor, LA, co-opted or additional trustee appointed under these articles,
"elected trustee"	means a family, teacher or staff trustee elected under these articles,
"the LA"	means Sandwell Local Education Authority,
"Local Authority Associated Persons"	means any person associated with any local authority in accordance with section 69 of the Local Government and Housing Act 1989,
"Local Governing Bodies"	means the committees appointed pursuant to article 97 (and "Local Governing Body" has a corresponding meaning),
"member"	means a member of the Company and someone who as such is bound by the undertaking contained in Article 8,
"the memorandum"	means the memorandum of association of the Company,
"nominee company"	means a corporate body registered or having an established place of business in England and Wales,
"Principals"	means the Principals of the Academies (and Principal has a corresponding meaning),

**"Relevant Funding Agreements"**

means the funding agreements to be entered into by the Company and the Secretary of State relating to each of the Academies,

**"Sponsor"**

means The Ormiston Trust of 10 Abercorn Place, London NW8 9XP registered charity number 259334;

**"sponsor trustees"**

means trustees who have been appointed by the Sponsor The Sponsor shall determine between themselves who should be appointed as the sponsor trustees,

**"the seal"**

means the common seal of the Company if it has one,

**"Secretary of State"**

means the Secretary of State for Education or successor,

**"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 Great Britain and Northern Ireland

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

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 1985 or the Companies Act 2006, as appropriate

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

- 2 The Company's name is The Collegiate Academy Trust (and in this document it is called "the Company")
- 3 The Company's registered office is to be situated in England and Wales
- 4 The Company's objects ("the Objects") are:
  - 4 1 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 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 ("the Academies"), and
  - 4 2 to provide facilities for recreational and other leisure time occupation for the community at large in the interests of social welfare and with the object of improving the conditions of life of the said community
- 5 In furtherance of the Objects but not further or otherwise the Company may exercise the following powers -
  - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company,
  - (b) to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,
  - (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property,

- (d) subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants Provided that such staff shall not be trustees, save for the Executive Principal of the Company 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 Company the costs, charges and expenses of and incidental to the formation and registration of the Company,
- (h) to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the trustees and the Secretary of State,
- (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 the Academies' areas of curricular specialisation and to their approach to curriculum development and delivery and to publish the results of such

research, and to develop means of benefiting from application of the experience of industry, commerce, other schools 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 Company may think fit;

(m) to deposit or invest its funds in any manner (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,  
the performance of the investments is reviewed regularly with the trustees,
- (iii) the trustees are entitled to cancel the delegation arrangement at any time,
- (iv) the investment policy and the delegation arrangement are reviewed at least once a year;
- (v) 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
- (vi) the financial expert must not do anything outside the powers of the trustees

(o) to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the trustees or of a financial expert acting under their instructions,



and to pay any reasonable fee required,

(p) 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 Company 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,

(q) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academies,

(r) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

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(1) The income and property of the Company shall be applied solely towards the promotion of the Objects, and none of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. 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 Company

(2) (a) A trustee may at the discretion of the trustees be reimbursed from the property of the Company for reasonable expenses properly incurred by him or her when acting on behalf of the Company, but excluding expenses in connection with foreign travel.

(b) A trustee may benefit from any indemnity insurance purchased at the Company'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 Company. 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 directors of the Company.

(3) No trustee may

- (a) buy any goods or services from the Company,
- (b) sell goods, services, or any interest in land to the Company,
- (c) be employed by, or receive any remuneration from the Company,
- (d) receive any other financial benefit from the Company, unless
  - (i) the payment is permitted by Article 6(4) and the trustees follow the procedure and observe the conditions set out in Article 6(5), or
  - (ii) the trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes

- (4)
- (a) A trustee may receive a benefit from the Company in the capacity of a beneficiary of the Company
  - (b) A trustee may be employed by the Company
  - (c) A trustee may enter into a contract for the supply of goods or

services to the Company -

(d) A trustee may receive interest on money lent to the Company 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

(e) 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

(f) A trustee may receive rent for premises let by the trustee to the Company if the amount of the rent and the other terms of the lease are reasonable and proper

(5) (a) The Company and its trustees may only rely upon the authority provided by Article 6(4) 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 Article 6(4), or
  - any other matter relating to a payment or the

conferring of any benefit permitted by Article 6(4)

- (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 Company 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 the 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

(b) 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

(6) In Articles 6(2)-(5)

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

- 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 trustees to the Board of the company

(b) "trustee" 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

- 6 The liability of the members of the Company is limited
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Company 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 Company, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 4 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object
- 9 No alteration or addition shall be made to or in the provisions of the Memorandum or Articles of Association without the explicit consent of the Secretary of State and provided further that no changes shall be made which would have the effect (a) that the Company would cease

to be a company to which section 30 of the Companies Act 1985 applies, or (b) that the Company would cease to be a charity

## MEMBERS

- 10 The members of the Company shall comprise
  - (a) The Ormiston Trust,
  - (b) Up to 6 persons appointed by the Sponsor,
  - (c) 1 person appointed by the Secretary of State,
  - (d) the chairman of the trustees, and
  - (e) any person appointed under article 13,
- 11 Each of the persons entitled to appoint members in article 10 shall have the right from time to time by written notice delivered to the Company's registered office to remove any member appointed by them and to appoint a replacement member to fill a vacancy whether resulting from such removal or otherwise
- 12 If any of the persons entitled to appoint members in article 10 die, become legally incapacitated or cease to exist their right to appoint members under these articles shall vest in the remaining members
- 13 The members may agree unanimously in writing to appoint such additional members as they think fit and may unanimously in writing agree to remove any such additional members
- 14 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
- 15 The other members may in their absolute discretion permit any member to resign provided that after such resignation the number of members is not less than three A member shall cease to be one immediately on the receipt by the Company of a notice in writing signed

by the person or persons entitled to remove him under articles 10 or 12 provided that no such notice shall take effect when the number of members is less than three unless it contains or is accompanied by the appointment of a replacement member

## **GENERAL MEETINGS**

16. 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 trustees shall appoint. All general meetings other than Annual General Meetings shall be called General Meetings.
17. 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 Company may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

18. 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, being a majority together holding 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.

The notice shall be given to all the members, to the trustees and auditors

19. 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

20. 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, or one third of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
21. 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.
22. 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 of 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.



- 23 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
24. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
- 25 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
26. 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.
- 27 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

- 28 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.
- 29 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.
- 30 Not used
- 31 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.
- 32 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.
- 33 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

- 34 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
- 35 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 trustees 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, not less than 48 hours 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
- 36 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid
- 37 No objections shall be raised to the qualification of any person to vote at any general 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 whose decision shall be final and conclusive
- 38 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 trust, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him, \_\_\_\_\_ of \_\_\_\_\_ as

my/our proxy to vote in my/our name[s] and on my/our behalf at the annual general meeting/general meeting of the Company to be held on 20[ ], and at any adjournment thereof

Signed on 20[ ]"

- 39 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 failing him 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[ ]"

- 40 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 Company in relation to the meeting

not less than 48 hours (excluding weekends and bank holidays) 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 clerk or to any trustee,

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

41 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

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

## TRUSTEES

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

44 Subject to article 46, the Company shall have the following trustees

- (a) 8 sponsor trustees,
- (b) the Executive Principal,
- (c) 2 LA trustees, and
- (d) up to 2 family trustees from each Academy, subject to a maximum of 4

The Company may also have the following trustees:

- (a) any co-opted trustee appointed under article 58,
- (b) any additional trustee appointed under article 61;

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 52 and shall be deemed to be sponsor trustees Future sponsor trustees shall be appointed under article 52.

46 Future trustees required by article 44 shall be appointed or elected, as the case may be, under these articles Where it is not possible for such a trustee to be appointed or elected due to the fact that a particular Academy is not yet established then the relevant article or part thereof shall not apply.

47. Any sponsor trustee (other than alternate trustees) may appoint any other sponsor trustee or any other person to be an alternate trustee and may remove from office an alternate trustee so appointed by him.

48. An alternate trustee shall be entitled to receive notice of all meetings of trustees and all meetings of committees of which his appointer is a

member, to attend and vote at any such meeting at which the sponsor trustee appointing him is not present

- 49 The alternate trustee shall cease to be an alternate trustee if his appointer ceases to be a sponsor trustee
- 50 Any appointment or removal of an alternate trustee shall be by notice to the Company signed by the sponsor trustee making or revoking the appointment or in any other manner approved by the Governing Body
- 51 An alternate trustee shall be deemed to for all purposes to be a sponsor trustee and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the sponsor trustee appointing him

#### APPOINTMENT AND ELECTION OF TRUSTEES

- 52 The Sponsor shall appoint the sponsor trustees
- 53 The LA may appoint the LA trustees
- 54 The Executive Principal shall be a trustee who shall be treated for all purposes as being an ex officio trustee
- 55 The elected family trustee(s) shall be elected by the members of the Family Committees at the Academies. Candidates for such elections shall be members of the Family Committees and must be parents or guardians of pupils at the Academies at the time when they are elected. The number of family trustees required shall be made up by family trustees appointed by the trustees if the number of parents or guardians standing for election is less than the number of vacancies. In appointing a family trustee the trustees shall appoint a person who is the parent or guardian of a registered pupil at the Academies at the time when he is appointed, or where it is not reasonably practical to do so, a person who is the parent or guardian of a child of compulsory school age

56. The Local Governing Bodies shall make all necessary arrangements for, and determine all other matters relating to, an election of family trustees, including any question of whether a person is a parent or guardian of a registered pupil at the Academies. Any election of family trustees which is contested shall be held by secret ballot.
57. Where a vacancy for a family trustee is required to be filled by election, the Local Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a member of a Family Committee at an Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

#### CO-OPTED TRUSTEES

58. The trustees 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

59. The Secretary of State may give a warning notice to the trustees 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 61, 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 is threatened (whether by a breakdown of discipline or otherwise), and
  - (b) the Secretary of State has previously informed the trustees 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
- 60 For the purposes of article 59 a 'warning notice' is a notice in writing by the Secretary of State setting out—
- (a) the matters referred to in article 59(a),
  - (b) the action which he requires the trustees to take in order to remedy those matters, and
  - (c) the period within which that action is to be taken by the trustees ('the compliance period')
- 61 The Secretary of State may appoint such additional trustees as he thinks fit if the Secretary of State has
- (a) given the trustees a warning notice in accordance with article 59, and
  - (b) the trustees 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 trustees that he proposes to exercise his powers under this article

#### TERM OF OFFICE

- 62 The term of office for any trustee shall be 4 years, save that this time limit shall not apply to the Executive Principal Subject to remaining

eligible to be a particular type of trustee any trustee may be re-appointed or re-elected

## RESIGNATION AND REMOVAL

63. A trustee shall cease to hold office if he resigns his office by notice to the Company (but only if at least three trustees will remain in office when the notice of resignation is to take effect)
64. A trustee shall cease to hold office if he is removed by the person or persons who appointed him. This article does not apply in respect of any elected trustee, or a family trustee who has been appointed rather than elected.
65. 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

## DISQUALIFICATION OF TRUSTEES

66. 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
67. 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.
68. A trustee shall cease to hold office if he is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated
69. 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; or
  - (b) he is the subject of a bankruptcy restrictions order or an interim

order

- 70 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)
- 71 A trustee shall cease to hold office if he ceases to be a trustee by virtue of any provision in the Companies Act 1985 or the Companies Act 2006 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)
- 72 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
- 73 A person shall be disqualified from holding or from continuing to hold office as a trustee at any time when he is 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 disqualified from working with children under sections 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000 or is barred from regulated activity relating to children (within the meaning of s 3(2)(a) of the Safeguarding Vulnerable Groups Act 2006)
- 74 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

- 75 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
- 75A A person shall be disqualified from holding or continuing to hold office as a trustee at any time when he refuses a request by the clerk to the trustees, following a referral from either the chairman or the Executive Principal, to make an application under section 113 of the Police Act 1997, as amended for a criminal records certificate That application will be at an enhanced disclosure level A referral by the chairman or the Executive Principal shall be made where the person is in their opinion giving cause for concern or where his duties involve regularly caring for, training, supervising, or being in sole charge of persons under 18 In the event that the certificate discloses any information which would in the opinion of either the chairman or the Executive Principal 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
- 76 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
- 77 Articles 66 to 76 also apply to any member of any committee of the trustees who is not a trustee

#### CLERK TO THE TRUSTEES

- 78 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 Executive Principal. Notwithstanding this article, the trustees may, where the clerk fails to attend a meeting of theirs, appoint any one of their number to act as clerk for the purposes of that meeting.

#### CHAIRMAN AND VICE-CHAIRMAN OF THE TRUSTEES

- 79 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 any of the Academies shall not be eligible for election as chairman or vice-chairman.
- 80 Subject to article 79, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with that article.
- 81 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 any of the Academies,
  - (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.
- 82 Where by reason of any of the matters referred to in article 81, 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.
- 83 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.

- 84 Where in the circumstances referred to in article 83 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 any of the Academies.
85. The clerk shall act as chairman during that part of any meeting at which the chairman is elected
- 86 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
- 87 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 trustees shall not have effect unless—
    - i) it is confirmed by a resolution passed at a second meeting of the trustees held not less than fourteen days after the first 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.
  - (b) Before the trustees 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

- 88 Subject to provisions of the Companies Act 1985 and the Companies Act 2006, the memorandum and the articles the business of the Company shall be managed by the trustees who may exercise all the powers of the Company No alteration of the memorandum or the articles shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made 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
- 89 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 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
- 90 The trustees 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 Executive Principal

#### CONFLICTS OF INTEREST

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

(including but not limited to any Personal Financial Interest).

- 92 For the purpose of Article 91, a Governor has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Governor as permitted by and as defined by Article 6

## THE MINUTES

93. The minutes of the proceedings of a meeting of the trustees 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 trustees) 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 Company and of the trustees and of committees of trustees including the names of the trustees present at each such meeting

## DELEGATION

- 94 Subject to these articles the trustees may delegate to any committee, any trustee holding an executive office, or to the Executive 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.
95. Where any function of the trustees has been delegated under article 94 or is otherwise exercised by any committee, any trustee holding an executive office, the Executive 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

- 96 The trustees may establish any committee 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 a majority of members of any such committee shall be trustees. 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. No decision on any matter shall be made at a meeting of a committee of the trustees unless the majority of members of the committee present are trustees.
- 97 The trustees shall establish Local Governing Bodies for each of the Academies managed by the Company and may appoint any persons (provided that a majority of members of each of the Local Governing Bodies shall be trustees) to be members of such Local Governing Bodies, who shall be known as governors, for such period and upon such terms and conditions as they may think fit. The functions and proceedings of the Local Governing Bodies shall be subject to regulations made by the trustees from time to time pursuant to the powers herein contained.

#### EXECUTIVE PRINCIPAL AND PRINCIPALS

- 98 The trustees shall appoint the Executive Principal and the Principals of the Academies. Subject to these articles, each Principal shall be responsible for the internal organisation, management and control of his or her respective Academies, the implementation of all policies approved by the governors and for the direction of the teaching and curriculum. For these purposes the trustees shall delegate those

powers and functions required by the Principals

## MEETINGS OF THE TRUSTEES

99 Subject to these articles, the trustees may regulate their proceedings as they think fit

100 The trustees shall hold at least three meetings in every school year Meetings of the trustees shall be convened by the clerk In exercising his functions under this article the clerk shall comply with any direction—

(a) given by the trustees, or

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

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

102 Each trustee shall be given at least fourteen clear days before the date of a meeting –

i) 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

ii) 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

103. 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
104. A resolution to rescind or vary a resolution carried at a previous meeting of the trustees shall not be proposed at a meeting of the trustees unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting
105. A meeting of the trustees shall be terminated forthwith if—
- (a) the trustees so resolve, or
  - (b) the number of trustees present ceases to constitute a quorum for a meeting of the trustees in accordance with article 108, subject to article 110.
106. Where in accordance with article 105 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.
107. Where the trustees resolve in accordance with article 105 to adjourn a meeting before all the items of business on the agenda have been disposed of, the trustees 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.
108. Subject to article 110 the quorum for a meeting of the trustees, and any vote on any matter thereat, shall be any three trustees, or, where greater, any one third (rounded up to a whole number) of the total number of trustees holding office at the date of the meeting).

109 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

110 The quorum for the purposes of—

- (a) appointing a family trustee under article 55,
- (b) any vote on the removal of a member of the trustees in accordance with article 64,
- (c) any vote on the removal of the chairman of the trustees in accordance with articles 65 and 87,

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

111 Subject to these articles, every question to be decided at a meeting of the trustees shall be determined by a majority of the votes of the members present and voting on the question Every Governor shall have one vote

112 Subject to articles 107 to 108, 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

113 The proceedings of the trustees shall not be invalidated by—

- (a) any vacancy among their number, or
- (b) any defect in the election, appointment or nomination of any trustee

114 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

115 Subject to this article, the trustees shall ensure that a copy of—

- (a) the agenda for every meeting of the trustees,
- (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

116 There may be excluded from any item required to be made available in pursuance of article 115, 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 trustees are satisfied should remain confidential

117 Any trustee shall be able to participate in meetings of the trustees by telephone or video conference provided that he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting and that the Governors have access to the

appropriate equipment if after all reasonable effects 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

#### PATRONS AND HONORARY OFFICERS

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

#### THE SEAL

- 119 The seal, if any, 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

- 120 Accounts shall be prepared in accordance to the provisions of the Charities Act 2006 and Parts 15 and 16 of the Companies Act 2006

#### ANNUAL REPORT

- 121 The trustees shall comply with their obligations under the Charities Act 1993 and Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission and the Registrar of Companies respectively

#### ANNUAL RETURN

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

## Charity Commission

### NOTICES

- 123 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Governors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes any number of addresses used for the purposes of such communications.
- 124 A notice may be given by the Academy 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 or by giving it using electronic communications to an address for the time being notified to the Academy Trust by the member. A Member whose registered address is not within the United Kingdom and who gives to the Academy Trust an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, 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 Academy Trust.
- 125 A Member present, either in person or by proxy, at any meeting of the Academy Trust shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 126 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators 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 or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

### INDEMNITY

- 127 Subject to the provisions of the Companies Act 2006 every trustee or other officer or governor or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which 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 Company

## RULES

- 128 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 Company and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate
- (a) the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms 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 Company in relation to one another, and to the Company's servants,
  - (c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,
  - (d) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles,
  - (e) generally, all such matters as are commonly the subject matter of company rules
- 129 The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the



Company all such rules or bye laws, which shall be binding on all members of the Company Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles

#### AVOIDING INFLUENCED COMPANY STATUS

- 130 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
- 131 No person who is a Local Authority Associated Person may be appointed as a trustee if at the time the appointment is to take effect the number of trustees who are Local Authority Associated Persons represents 20% or more of the total number of trustees Upon any resolution put to the board of 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
- 132 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
- 133 If at the time of either his becoming a member of the Company 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

134. If at any time the number of trustees or members who are also Local Authority Associated Persons would (but for articles 130 to 135 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 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.
- 135 The members will each notify the Company and each other if at any time they believe that the Company 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)

Names and Addresses of Subscribers

Signature 

On behalf of

Name **Shireland Learning Limited**


Address Waterloo Road, Smethwick B66 4ND

Witness to the above signature 

Name *M Grundy*

Address *COLLEGE ACADEMY TRUST*

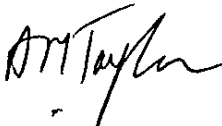
Dated *13/08/2010*

Signature 

On behalf of

Name **Ormiston Trust**

Address 10 Abercorn Place, London NW8 9XP

Witness to the above signature 

Name *Anne Taylor*

Address *10 Abercorn Place*

Dated *18/8/10*