

THE COMPANIES ACTS 1985 TO 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

Edutrust Academies Charitable Trust

As amended by Special Resolution dated 17 July 2009

Company Number 6526376



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Edutrust Academies Charitable Trust

INTERPRETATION

1. In these Articles:-

- "the Academies" means all the schools referred to in clause 3 of the Memorandum and established by the Charity (and "Academy" has a corresponding meaning);
- "Academy Directors" means the Directors appointed pursuant to article 40;
- "the Act" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Charity;
- "appointed Director" means a co-opted or additional Director appointed under these Articles or a Director appointed by the Members;
- "the Articles" means these Articles of Association of the Charity;
- "Chief Executive Officer" means such person as may be appointed by the Directors as the chief executive officer of the Charity in accordance with Articles 46 and 87
- "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;
- "the Charity" means the company intended to be regulated by these Articles;

"the Directors"	means the directors of the Charity (and "Director" has a corresponding meaning);
"elected Director"	means a Parent or Staff Director elected under these Articles;
"financial expert"	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
"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);
"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 84 (and "Local Governing Body" has a corresponding meaning);
"Member"	means a Member of the Charity and someone who as such is bound by the undertaking contained in clause 7 of the Memorandum;
"the Memorandum"	means the Memorandum of Association of the Charity;
"nominee company"	means a corporate body registered or having an established place of business in England and Wales;
"Office"	means the registered Office of the Charity;
"Principals"	means the Head Teacher of the Academies (and "Principal" has a corresponding meaning);
"Relevant Funding Agreements"	means the agreement or agreements entered into by the Charity and the Secretary of State under section 482 of the

	Education Act 1996 for the establishment of each Academy, including any variation or supplemental agreements thereof;
"the seal"	means the common seal of the Charity if it has one;
"Secretary"	means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary; the secretary shall be known as the "Secretary" under article 69;
"Secretary of State"	means the Secretary of State for Children, Schools and Families 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 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 Charity is established for the Objects expressed in the Memorandum.

MEMBERS

3. The Members of the Charity shall comprise:

- (a) Those persons duly appointed under the Articles and listed as Members in the Charity's Register of Members;
 - (b) 1 person appointed by the Secretary of State, in the event that the Secretary of State appoints a person for this purpose;
 - (c) the chairman of the Directors; and
 - (d) any person appointed under Article 6;
4. Each of the persons entitled to appoint Members in Article 3 shall have the right from time to time by written notice delivered to the 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.
5. If any of the persons entitled to appoint Members in Article 3:
- a) in the case of an individual, die or become legally incapacitated;
 - b) in the case of a corporate entity, cease to exist and are not replaced by a successor institution; or
 - c) becomes bankrupt or makes any arrangement or composition with their creditors generally
- their right to appoint Members under these articles shall vest in the remaining Members.
- 5A. Membership will terminate automatically if:
- a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
 - b) a Member (which is an individual) dies; or
 - c) a Member becomes bankrupt or makes any arrangement or composition with that Member's creditors generally.
6. The Members may agree unanimously in writing to appoint such additional Members as they think fit and may unanimously in writing agree to remove

any such additional Members.

7. Every person nominated to be a Member of the Charity shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
8. 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 Charity of a notice in writing signed by the person or persons entitled to remove him under Articles 4 or 6 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

9. The Charity shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next. Provided that so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. 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 of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

11. 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:

- (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote; and
- (b) in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meetings of all the Members.

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 Directors and auditors.

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 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.
14. 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 Directors may determine.
15. The chairman, if any, of the Directors or in his absence some other Director

nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be the chairman.

16. If no Director is willing to act as chairman, or if no Director 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.
17. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
18. 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.
19. 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; 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.
20. 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.

21. 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.
22. 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.
23. 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.
24. 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.
25. 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, 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

26. 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.
27. 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, 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.
28. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
29. 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 whose decision shall be final and conclusive.
30. 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

Charity, 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 Charity to be held on20[], and at any adjournment thereof.

Signed on 20[]"

31. 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 Charity, 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 Charity, 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[]"

32. 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 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 Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director;

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

- 33. 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 Charity 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.
- 34. Any organisation which is a Member of the Charity may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Charity.

DIRECTORS

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

36. The Charity shall have the following Directors:

- (a) up to twelve Directors, appointed under Article 37 or 39;
- (b) Academy Directors, up to one per Academy in the federation, subject to the provisions of article 40-41;
- (c) the Chief Executive Officer; and
- (d) One Parent Director appointed under or elected according to articles 42-45;

The Charity may also have the following Directors:

- (e) any co-opted Director appointed under Article 47;
- (f) any additional Director appointed under Article 49;

37. The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act.

38. Future Directors shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Director 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.

APPOINTMENT OF SPONSOR DIRECTORS

39. The Members shall appoint the Directors referred to at Article 36(a) above.

ACADEMY DIRECTORS

40. The Chairman of each Local Governing Body shall be an Academy Director for as long as he remains in office as such.

41. If the number of Academies exceeds 5, then the Chairmen of the Local Governing Bodies shall elect 5 persons from amongst their numbers to be Academy Directors. Any person elected in accordance with this Article shall only remain an Academy Director for as long as he remains Chairman of a Local Governing Body. The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of Academy Directors in accordance with this article. Any election of Academy Directors which is contested shall be held by secret ballot.

PARENT DIRECTORS

42. The Parent Director(s) shall be elected by the Parent members of the Local Governing Bodies (who shall themselves have been elected or appointed in accordance with the terms of reference determined by the Directors from time to time) from amongst their number.
43. The elected Parent Director(s) must be a parent of a registered pupil at one of the Academies at the time when he is elected. The number of Parent Directors required shall be made up by Parent Director appointed by the Directors if the number of parents standing for election is less than the number of vacancies.
44. The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of Parent Directors, including any question of whether a person is a parent of a registered pupil at one of the Academies. Any election of the Parent Directors which is contested shall be held by secret ballot.
45. In appointing a Parent Director the Directors shall appoint a person who is the parent of a registered pupil at an Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

CHIEF EXECUTIVE OFFICER

46. The Chief Executive Officer shall be a Director and shall be treated for all

purposes as being an ex officio Director.

CO-OPTED DIRECTORS

47. The Directors may appoint up to 3 co-opted Directors. A 'co-opted Director' means a person who is appointed to be a Director by being co-opted by Directors who have not themselves been so appointed.

ALTERNATE DIRECTORS

48. (a) Any Director (other than alternate Directors) may appoint any other Director to be an alternate Director and may remove from office an alternate Director so appointed by him.
- (b) An alternate Director shall be entitled to receive notice of all meetings of Directors and all meetings of committees of which his appointer is a Member, to attend and vote at any such meeting at which the sponsor Director appointing him is not present.
- (c) The alternate Director shall cease to be an alternate Director if his appointer ceases to be a Director.
- (d) Any appointment or removal of an alternate Director shall be by notice to the Charity signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
- (e) An alternate Director shall be deemed to 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 an agent of the Director appointing him.

APPOINTMENT OF ADDITIONAL DIRECTORS

49. The Secretary of State may give a warning notice to the Directors 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

51, 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 Directors 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.
50. For the purposes of Article 49 a 'warning notice' is a notice in writing by the Secretary of State to the Charity delivered to the Office setting out—
- (a) the matters referred to in article 49(a);
 - (b) the action which he requires the Directors to take in order to remedy those matters; and
 - (c) the period within which that action is to be taken by the Directors ('the compliance period').
51. The Secretary of State may appoint such additional Directors and may appoint and remove any chairman of the Directors as he thinks fit if the Secretary of State has:
- (a) given the Directors a warning notice in accordance with Article 49; and
 - (b) the Directors have 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 Directors that he proposes to exercise his powers under this article.

The provisions of this Article 51 shall take priority over Articles 70-74.

TERM OF OFFICE

52. The term of office for any Director shall be 4 years, save that this time limit shall not apply to the Chief Executive Officer. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected.

RESIGNATION AND REMOVAL

53. A Director shall cease to hold office if he resigns his office by notice to the Charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect).
54. A Director 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 Director; or a Parent Director who has been appointed rather than elected.
55. Where a Director resigns his office or is removed from office, the Director or, where he is removed from office, those removing him, shall give written notice thereof to the Secretary.

DISQUALIFICATION OF DIRECTORS

56. 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 current pupil of any of the Academies shall be a Director.
57. 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.
58. 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.
59. A person shall be disqualified from holding or continuing to hold office as a Director 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.
- 60. 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 or a disqualification undertaking under the Charity 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).
- 61. 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 Director by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 62. 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 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.
- 63. A person shall be disqualified from holding or from 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.
- 64. A person shall be disqualified from holding or continuing to hold office as a Director if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.

65. 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 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.
66. 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 to the Directors, following a referral from either the chairman or the Chief Executive Officer, 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 Chief Executive Officer 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 Chief Executive Officer 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.
67. 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.
68. Articles 56 to 67 also apply to any member of any committee of the Directors, including a Local Governing Body, who is not a Director, and to any Alternate Director.

SECRETARY TO THE DIRECTORS

69. 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 be known as "the Secretary". The Secretary shall not be a Director or the Chief Executive Officer. 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

70. Subject to Article 51 the Members shall appoint and may remove, from among the Directors appointed under Article 39, a chairman and a vice-chairman. A Director who is employed to work at any of the Academies shall not be eligible for election as chairman or vice-chairman.
71. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Secretary. The chairman or vice-chairman shall cease to hold office if—
 - (a) he ceases to be a Director;
 - (b) he is employed to work at any of the Academies; or
 - (c) he is removed from office in accordance with these Articles.
72. 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.
73. Where in the circumstances referred to in Article 72 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.
74. Except in the case of a chairman appointed by the Secretary of State under Article 51, 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; 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 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

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

76. 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 Charity in such manner as they shall

consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;

(b) to enter into contracts on behalf of the Charity.

77. The Directors shall each year approve a business plan of each Academy. The business plan 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 plans must be approved by the Members. This Article shall not apply where the Secretary of State has exercised his powers to appoint Additional Directors under Article 51 and for as long as such additional directors hold office.
78. 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 Chief Executive Officer.
79. Any bank account in which any money of the Charity is deposited shall be operated by the Directors in the name of the Charity. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Directors.

THE MINUTES

80. 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 record of:
- (a) all appointments of officers made by the Directors; and
 - (b) all proceedings at meetings of the Charity and of the Directors and of committees of Directors including the names of the Directors present at

each such meeting.

DELEGATION

81. Subject to these Articles the Directors may delegate to any committee, any Director holding an executive office, or to the Chief Executive Officer, 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 Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
82. Where any power or function of the Directors has been delegated under Article 81 or is otherwise exercised by any committee, any Director holding an executive office, or the Chief Executive Officer or any Member, the person or committee to whom the power or function has been delegated, or who has otherwise exercised the power or function, shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.
83. The Directors may establish any committee to exercise, subject to these Articles, powers and functions of the Directors. Save in the case of the Local Governing Bodies (which are subject to the provisions of articles 84 to 86) 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 of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Directors. The Directors may determine that some or all of the members of a committee who are not Directors shall be entitled to vote in any proceedings of the committee.

LOCAL GOVERNING BODIES

84. The Directors shall appoint separate committees to be known as the "Local

Governing Bodies" for each of the Academies which shall comprise in the case of each Academy a minimum of 11 members to include:

- (a) the Principal of the Academy;
- (b) the Chief Executive Officer;
- (c) at least one elected parent/guardian of pupils at the Academy;
- (d) Up to 2 persons appointed by the LA, in the event that the LA appoints a person for this purpose;
- (e) 1 elected teacher member employed at the Academy;
- (f) 1 elected non-teaching staff member employed at the Academy; and
- (g) such other members as the Directors decide.

85. Each Local Governing Body shall have a chairman and a vice chairman. The chairman of each Local Governing Body shall be appointed by the Members and shall, subject as provided in these Articles, serve in such a capacity for a period of 4 years, subject to article 52. The vice-chairman shall be appointed by the Directors and shall, subject as provided in these articles, serve in such a capacity for a period of 4 years. The parent member, non-teaching staff member and teacher member for each Local Governing Body shall be elected in accordance with a process determined by the Directors. Each Local Governing Body shall also appoint from among its members:-

- a) a member of the Local Governing Body with responsibility for Special Educational Needs;
- b) a member of the Local Governing Body with responsibility for child protection; and
- c) a member of the Local Governing Body with responsibility for financial matters at the relevant Academy.

86. The Chief Executive Officer shall appoint a clerk to each Local Governing Body who shall not be a member of the Local Governing Body but shall be responsible for providing administrative assistance to the Local Governing Body including, but not limited to, preparing the minutes of the Local Governing Body. Members of Local Governing Bodies shall be subject to the equivalent restrictions on receipt of benefits or payments arising from their position as member of a Local Governing Body as are imposed on Directors of the Company. In this respect Clause 5 of the Memorandum will apply to members of Local Governing Bodies in relation to their decisions as it does for Directors in relation to Directors' decisions and any conflicts or potential conflicts of interest or loyalties shall be managed for members of Local Governing Bodies in accordance with Clause 5(5) of the Memorandum as applicable. Subject to this, the functions and proceedings of the Local Governing Bodies shall be subject to regulations made by the Directors from time to time pursuant to the powers herein contained.

CHIEF EXECUTIVE OFFICER AND PRINCIPALS

87. The Directors shall appoint the Chief Executive Officer and the Principals of the Academies. Subject to these Articles, the Chief Executive Officer shall be responsible for the internal organisation, management and control of all of the Academies, the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at all of the Academies. The Chief Executive Officer shall be supported in this role by the Principals who shall be responsible to the Chief Executive Officer for the internal organisation, management and control of his respective Academy. For these purposes the Directors shall delegate those powers and functions required by the Chief Executive Officer and 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 three meetings in every school year. 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 (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 fourteen clear days before the date of a meeting –

- i) notice in writing thereof, signed by the Secretary, and sent to each Director at the address provided by each Director 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 therefor 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) the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with Article 97, subject to article 99.
95. Where in accordance with article 98 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
96. 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.
97. Subject to article 99 the quorum for a meeting of the Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (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. The quorum for the purposes of—
- (a) appointing a parent Director under articles 43 and 44;
 - (b) any vote on the removal of a Director in accordance with article 58;
 - (c) any vote on the removal of the chairman of the Directors in accordance with article 74;

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

100 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 members present and voting on the question. Every Director shall have one vote.

101. Subject to Articles 99 and 100, where there is an equal division of votes the chairman of the meeting, shall have a casting vote in addition to any other vote he may have.

102. 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.

103. 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.

104. Subject to article 106, 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.

105. There may be excluded from any item required to be made available in

pursuance of article 104, 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.

106. Any Director shall be able to participate in meetings of the Directors by telephone or video conference provided that:

- (a) he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting;
- (b) the Directors have access to the appropriate equipment
- (c) 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

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

THE SEAL

108. The seal, if any, 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

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

ANNUAL REPORT

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

ANNUAL RETURN

111. The Directors 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

112. 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.
113. A notice may be given by the Charity to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Charity an address, within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Charity.
114. 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.

115. 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

116. Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him in that capacity but only to the extent permitted by the Act; every other officer of the Charity and any associated company of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred in that capacity, but only to the extent permitted by the Act.

RULES

117. 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 Charity 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 Charity (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 Charity in relation to one another, and to the Charity's servants;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

- (d) the procedure at general meetings and meetings of the Directors and committees of the Directors and meetings of the Local Governing Bodies 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.
117. The Charity 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 of the Charity all such rules or bye laws, which shall be binding on all Members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

AVOIDING INFLUENCED COMPANY STATUS

118. 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.
119. No person who is a Local Authority Associated Person may be appointed as a Director if, once the appointment had taken effect, the number of Directors who are Local Authority Associated Persons would represent 20% or more of the total number of Directors. Upon any resolution put to the Directors, the maximum aggregate number of votes exercisable by any Directors who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Directors on such a resolution and the votes of the other Directors having a right to vote at the meeting will be increased on a pro-rata basis.
120. No person who is a Local Authority Associated Person is eligible to be appointed to the office of Director unless his appointment to such office is authorised by the local authority to which he is associated.

121. If at the time of either his becoming a Member of the Charity or his first appointment to office as a Director any Member or Director was not a Local Authority Associated Person but later becomes so during his membership or tenure as a Director he shall be deemed to have immediately resigned his membership and/or resigned from his office as a Director as the case may be.
122. If at any time the number of Directors or Members who are also Local Authority Associated Persons would (but for Articles 122 to 126 inclusive) represent 20% or more of the total number of Directors or Members (as the case may be) then a sufficient number of the Directors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Directors or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of Directors or Members (as the case may be) is never equal to or greater than 20% of the total number of Directors or Members (as the case may be). Directors 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.
123. The Members will each notify the Charity and each other if at any time they believe that the Charity 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

1. **British Edutrust Foundation**

A company limited by guarantee whose registered office is at
Bates Wells and Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
(registered number 5769604 and charity number 1121761)

Dated

1. **Lord Amir Bhatia**

22 Manor Gardens
Hampton
Middlesex TW12 2TU

Dated