

COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
BILLERICAY COMMUNITY TRUST

Company number: 06997931

1. Membership

- 1.1 The Company must maintain a register of members.
- 1.2 The subscribers to the Memorandum are the first members of the Company.
- 1.3 The Directors may establish different classes of membership including Full members, Associate members and Affiliate members and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 1.4 Subject to any restrictions imposed by the Education Acts, membership of the Company is open to any other individuals or organisations interested in promoting the Objects who:
 - (1) are recommended to the existing members of the Company by the Directors and are approved by an ordinary resolution of the members; and
 - (2) sign the register of members or consent in writing to become a member either personally or (in the case of an organisation) through an authorised representative.
- 1.5 Membership is terminated if the member concerned:
 - (1) gives written notice of resignation to the Company;
 - (2) dies or (in the case of an organisation) ceases to exist; or
 - (3) is removed from membership by a resolution of at least two thirds of the Directors on the ground that in their reasonable opinion the member's continued membership is harmful to the Company. The Directors may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member

concerned puts forward within 14 clear days after receiving notice.

1.6 Membership of the Company is not transferable.

2. General Meetings

2.1 Members are entitled to attend general meetings either personally (in the case of a member organisation), by an authorised representative or by proxy. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed.

2.2 The Board shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the general meeting shall be enabled to do so by simultaneous attendance and participation at a physical place determined by it, or in addition by means of electronic facility or facilities determined by it, or partly in one way and partly in another.

2.3 There is a quorum at a general meeting if the number of members or authorised representatives present is at least half of the total number of members.

2.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting.

2.5 Except where otherwise provided by the Companies Act or the Education Acts, every issue is decided by a majority of the votes cast.

2.6 Every member present in person or through an authorised representative has one vote on each issue.

2.7 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members. A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution. For these purposes the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.

2.8 Except at first, the Company must hold an AGM in every year. The first AGM must be held within 18 months of the Company's incorporation.

2.9 At an AGM the members:

- (1) receive the accounts of the Company for the previous financial year;

- (2) receive the Directors' report on the Company's activities since the previous AGM;
- (3) appoint auditors for the Company (if the Company's accounts are required to be audited); and
- (4) may discuss and determine any issues of policy or deal with any other business put before them by the Directors.

2.10 Any general meeting which is not an AGM is an EGM.

2.11 An EGM may be called at any time by the Directors and must be called within 28 clear days on a written request from at least two members.

3. The Directors

3.1 The Directors as charity trustees have control of the Company and its property and funds.

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

3.3 The appointment and removal of Directors shall be subject to any restrictions imposed by the Education Acts.

3.4 The first Directors shall be those persons notified to Companies House as the first Directors of the Company.

3.5 Every Director must sign:

- (1) a declaration of willingness to act as a director of the Company; and
- (2) a declaration confirming that they are not disqualified from acting as a charity trustee under the Education Acts;

before he or she may vote at any meeting of the Directors.

3.6 Each member shall be entitled (but not obliged) to appoint a director of the Company and at any time to remove its nominated director from office. If a director nominated by a member shall die or be removed from or vacate office for any cause, then that member shall be entitled to appoint another person as a director of the Company.

3.7 Any removal or appointment of a director pursuant to Article 3.6 shall be in writing, signed by or on behalf of the relevant member and sent to the Company at its registered office, marked for the attention of the secretary or delivered to a duly constituted meeting of the Directors of the Company. Any such appointment or removal shall take effect as at the time of such lodgement or delivery or at such later time as shall be specified in such notice.

3.8 The Company may by ordinary resolution appoint any person who is willing to act as an additional director provided:

- (1) he or she is recommended by not less than two thirds of the Directors; and
- (2) if appointed he or she would not be disqualified from acting under Article 3.9.

A decision exercising the power of appointment or removal will be communicated by notice in writing to the Director concerned signed by or on behalf of the Directors.

3.9 A Director's term of office automatically terminates if he or she:

- (1) is disqualified under the Charities Act from acting as a charity trustee;
- (2) is removed as, or disqualified from acting as, a charity trustee under the Education Acts or is otherwise prohibited by law from being a charity trustee or a director;
- (3) is incapable, whether mentally or physically, of managing his or her own affairs;
- (4) is absent from three consecutive meetings of the Directors and is asked by a majority of the other Directors to resign;
- (5) is a member and ceases to be a member or, in the case of a director nominated by a member, that member ceases to be a member;
- (6) resigns by written notice to the Directors (but only if at least two Directors will remain in office);
- (7) is removed by a resolution of the members present and voting at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.

[3.10 The Directors may at any time co-opt any individual who is qualified to be appointed as a Director to fill a vacancy in their number or as an additional Director, but a co-opted Director holds office only until the next AGM.] [TO BE DISCUSSED]

3.11 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

4. Directors' proceedings

- 4.1 The Directors must hold at least two meetings each year.
- 4.2 A quorum at a meeting of the Directors is at least one half of the total number of Directors.
- 4.3 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.
- 4.4 The Chair or (if the Chair is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 4.6 Except for the Chair of the meeting, who has a casting vote, every Director has one vote on each issue.
- 4.7 The Chair shall be entitled to a second or casting vote at meetings of the Directors in the event of an equality of votes being cast for or against any proposed resolution.
- 4.8 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

5. Directors' powers

The Directors have the following powers in the administration of the Company:

- 5.1 To appoint (and remove) any person (who may be a Director) to act as Secretary in accordance with the Companies Act.
- 5.2 To appoint a Chair from among their number.
- 5.3 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings at general meetings.
- 5.4 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Company and the use of its seal (if any).
- 5.5 To establish procedures to assist the resolution of disputes or differences within the Company.

- 5.6 To exercise any powers of the Company which are not reserved to a general meeting.

6. Records and Accounts

- 6.1 The Directors must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit or other scrutiny of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- (1) annual returns;
- (2) annual reports; and
- (3) annual statements of account.

- 6.2 The Directors must keep proper records of:

- (1) all proceedings at general meetings;
- (2) all proceedings at meetings of the Directors;
- (3) all reports of committees; and
- (4) all professional advice obtained.

- 6.3 Accounting records relating to the Company must be made available for inspection by any Director at any time during normal office hours and may be made available for inspection by members who are not Directors if the Directors so decide.

- 6.4 A copy of the Company's latest available statement of account must be supplied on request to any Director or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Company's reasonable costs.

7. Notices

- 7.1 Notices under the Articles may be sent by hand, by post, by suitable electronic means or posted on the Company's website.

- 7.2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.

- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (1) 24 hours after being sent by electronic means or delivered by hand to the relevant address;

- (2) two clear days after being sent by first class post to that address;
- (3) three clear days after being sent by second class or overseas post to that address;
- (4) on the date of publication of a newspaper containing the notice;
- (5) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally;
- (6) on the later of the date on which notification has been sent that then notice has been posted on the Company's website and the date on which the notice is published on the Company's website or, if earlier,
- (7) as soon as the member acknowledges actual receipt.

7.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

8. Indemnity

8.1 For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office. Subject to the provisions of the Companies Act 2006 and the Education Acts and without prejudice to any protection from liability which may otherwise apply:

- (1) the Directors shall have power to purchase and maintain for any Director of the Company, any Auditor of the Company, any Reporting Accountant, and Independent Examiner and any Officer of the Company (not being a director or auditor of the Company), insurance against any Liability; and
- (2) every Director or Auditor of the Company, any Reporting Accountant, and Independent Examiner and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

9. Dissolution

The provisions of the Memorandum relating to dissolution of the Company take effect as though repeated here.

10. Interpretation

10.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

‘AGM’ means an annual general meeting of the Company;

‘the Articles’ means the Company’s articles of association;

‘authorised representative’ means an individual who is authorised by a member organisation to act on its behalf at meetings of the Company and whose name is given to the Secretary;

‘Chair’ means the Chair of the Directors;

‘the Company’ means the company governed by the Articles;

‘the Charities Act’ means the Charities Act 1993 as amended;

‘charity trustee’ has the meaning prescribed by section 97(1) of the Charities Act;

‘clear day’ means 24 hours from midnight following the relevant event;

‘the Commission’ means the Charity Commission of England and Wales;

‘the Companies Act’ means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

‘Connected Person’ means as defined under the Companies Act and the Charities Acts 1993 and 2006;

‘Director’ means a director of the Company and ‘Directors’ means the directors;

‘Education Acts’ means the Education Acts as defined in Section 578 of the Education Act 1996 and includes any regulations made under the Education Acts;

‘EGM’ means an extraordinary general meeting of the Company;

“financial expert” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000

‘financial year’ means the Company’s financial year;

‘firm’ includes a limited liability partnership;

‘indemnity insurance’ means insurance against personal liability incurred by any Director for an act or omission which is or is alleged to be a breach of trust or breach of duty, but subject to the limitations specified in section 73F(2) Charities Act;

‘material benefit’ means a benefit which may not be financial but has a monetary value;

‘member’ and ‘membership’ refer to company membership of the Company;

‘Memorandum’ means the Company’s Memorandum of Association;

‘month’ means calendar month;

‘the Objects’ means the Objects of the Company as defined in clause 3 of the Memorandum;

‘ordinary resolution’ means a resolution which is passed by a majority of the members;

‘Qualifying School’ means a foundation school within the meaning of Section 21(1)(a) Schools Standards and Framework Act 1998;

‘School’ means a school in respect of which the Company acts as a foundation for the purposes of the School Standards and Framework Act 1998;

‘Secretary’ means the company secretary of the Company;

‘taxable trading’ means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Object, the profits of which are subject to corporation tax and do not qualify for charity exemption;

‘written’ or ‘in writing’ refers to a legible document on paper including a fax message;

‘year’ means calendar year.

9.2 Expressions defined in the Companies Act have the same meaning.

9.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.