

# File Copy



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 07368292

The Registrar of Companies for England and Wales, hereby certifies that

THE HAYESBROOK SCHOOL ACADEMY TRUST

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on 7th September 2010



\*N07368292O\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



**Companies House**

— for the record —

# IN01(ef)

## Application to register a company

Received for filing in Electronic Format on the: 07/09/2010



X6YBRN7X

Company Name  
in full:

**THE HAYESBROOK SCHOOL ACADEMY TRUST**

*I confirm that the above proposed company meets the conditions for exemption from the requirements to have a name ending with 'Limited' or permitted alternative*

Company Type:

**Private limited by guarantee**

Situation of Registered  
Office:

**England and Wales**

Proposed Register  
Office Address:

**THE HAYESBROOK SCHOOL BROOK STREET  
TONBRIDGE  
UNITED KINGDOM  
TN9 2PH**

*I wish to adopt entirely bespoke articles*

## Proposed Officers

### *Company Secretary 1*

*Type:* **Person**

*Full forename(s):* **CAROLINE MARGARET**

*Surname:* **LUNN**

**PEACHEY**

*Former names:*

*Service Address:* **THE HAYESBROOK SCHOOL BROOK STREET  
TONBRIDGE  
KENT  
UNITED KINGDOM  
TN9 2PH**

*Consented to Act:* **Y**

*Date authorised:* **07/09/2010**

*Authenticated:* **YES**

*Company Director*    **I**

*Type:*                                **Person**

*Full forename(s):*                **MR IAN MARTIN**

*Surname:*                                **DAKER**

*Former names:*

*Service Address:*                        **THE HAYESBROOK SCHOOL BROOK STREET  
TONBRIDGE  
UNITED KINGDOM  
TN9 2PH**

*Country/State Usually Resident:*    **UNITED KINGDOM**

*Date of Birth:*    **26/11/1950**                                *Nationality:*    **BRITISH**

*Occupation:*    **PROPERTY MANAGEMENT  
CONSULTANT**

*Consented to Act:*    **Y**                                *Date authorised:*    **07/09/2010**                                *Authenticated:*    **YES**

-----

*Company Director* 2

*Type:* **Person**  
*Full forename(s):* **JANE DOROTHY LINDA**

*Surname:* **DALTON**

*Former names:* **EVANS, MUGRIDGE, LEFTLEY**

*Service Address:* **THE HAYESBROOK SCHOOL BROOK STREET  
TONBRIDGE  
KENT  
UNITED KINGDOM  
TN9 2PH**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **09/01/1955** *Nationality:* **BRITISH**

*Occupation:* **BIOMEDICAL SCIENTIST**

*Consented to Act:* **Y** *Date authorised:* **07/09/2010** *Authenticated:* **YES**

---

*Company Director*    **3**

*Type:*                                **Person**  
*Full forename(s):*                **MR KEITH MICHAEL**

*Surname:*                                **ELVES**

*Former names:*

*Service Address:*                        **THE HAYESBROOK SCHOOL BROOK STREET  
TONBRIDGE  
KENT  
UNITED KINGDOM  
TN9 2PH**

*Country/State Usually Resident:*    **UNITED KINGDOM**

*Date of Birth:*    **14/05/1944**                                *Nationality:*    **BRITISH**

*Occupation:*    **GROUP ENGINEER MANAGER**

*Consented to Act:*    **Y**                                *Date authorised:*    **07/09/2010**                                *Authenticated:*    **YES**

---

*Company Director* 4

*Type:* **Person**  
*Full forename(s):* **MR JOHN DOUGLAS**

*Surname:* **BOYD**

*Former names:*

*Service Address:* **THE HAYESBROOK SCHOOL BROOK STREET  
TONBRIDGE  
KENT  
UNITED KINGDOM  
TN9 2PH**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **19/10/1946** *Nationality:* **BRITISH**

*Occupation:* **DAY CENTRE OFFICER / FARMER**

*Consented to Act:* **Y** *Date authorised:* **07/09/2010** *Authenticated:* **YES**

## Statement of Guarantee

---

*I confirm that if the company is wound up while I am a member , or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for :*

- payment of debts and liabilities of the company contracted before I cease to be a member;*
- payments of costs, charges and expenses of winding up, and;*
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.*

*Name:* IAN MARTIN DAKER *Amount Guaranteed:* GBP10  
*Address:* THE HAYESBROOK  
SCHOOL BROOK STREET  
TONBRIDGE  
UNITED KINGDOM  
TN9 2PH

*Name:* JANE DOROTHY LINDA *Amount Guaranteed:* GBP10  
*Address:* DALTON  
THE HAYESBROOK  
SCHOOL BROOK STREET  
TONBRIDGE  
KENT  
UNITED KINGDOM  
TN9 2PH

*Name:* KEITH MICHAEL ELVES *Amount Guaranteed:* GBP10  
*Address:* THE HAYESBROOK  
SCHOOL BROOK STREET  
TONBRIDGE  
KENT  
UNITED KINGDOM  
TN9 2PH

*Name:* JOHN DOUGLAS BOYD *Amount Guaranteed:* GBP10  
*Address:* THE HAYESBROOK  
SCHOOL BROOK STREET  
TONBRIDGE  
KENT  
UNITED KINGDOM  
TN9 2PH



## Statement of Compliance

---

*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

---

## *Authorisation*

*Authoriser Designation:* **subscriber**

*Authenticated:* **Yes**

---

# Single Academy

## COMPANY NOT HAVING A SHARE CAPITAL

### Memorandum of association of

#### The Hayesbrook School Academy Trust

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Authentication by each subscriber
Mr Ian Martin Daker	Mr Ian Martin Daker
Jane Dorothy Linda Dalton	Jane Dorothy Linda Dalton
Mr Keith Michael Elves	Mr Keith Michael Elves
Mr John Douglas Boyd	Mr John Douglas Boyd

—

Dated 7/9/2010

Single Academy

THE COMPANIES ACT 2006

1

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE HAYESBROOK SCHOOL ACADEMY TRUST

(company number: )

# Single Academy

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE HAYESBROOK SCHOOL ACADEMY TRUST

## DEFINITIONS AND INTERPRETATION

### 1. In these articles:-

- a. "the Academy" means the school referred to in Article 4 and established by the Academy Trust;
- b. "Academy Financial Year" means the academic year from 1<sup>st</sup> of September to 31<sup>st</sup> of August in any year;
- c. "the Academy Trust" means the company intended to be regulated by these Articles and referred to in Article 2;
- d. "Additional Governors" means the Governors appointed pursuant to Article 62 and 62A;
- e. "the Articles" means these Articles of Association of the Academy Trust;
- f. "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor;
- g. "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 expires or on which it is to take effect;
- h. "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- j. "Further Governors" means the Governors appointed pursuant to Article 63;

## Single Academy

- k. "the Governors" means the directors of the Academy Trust from time to time (and "Governor" means any one of those directors), subject to the definition of this term at Article 6.9 (b) in relation to Articles 6.2 to -6.9 (and "Governing Body" shall be construed accordingly);
- l. "the LA" means the local authority covering the area in which the Academy is situated;
- m. "the LA Governor" means the Governor who may be appointed pursuant to Article 51;
- n. "Local Authority Associated Persons" means any person associated with any local authority within the meaning given in section 69 of the Local Government and Housing Act 1989;
- o. "Member" means a member of the Academy Trust and someone who as such is bound by the undertaking contained in Article 8 ;
- p. "the Memorandum" means the Memorandum of Association of the Academy Trust;
- q. "Office" means the registered office of the Academy Trust;
- r. "the Parent Governors" means the Governors appointed pursuant to Articles 53 to 58A inclusive;
- r.1 "Personal Financial Interest" shall have the meaning ascribed to it in Article 6.8 (a);
- s. "Principal" means the head teacher of the Academy;
- t. "Principal Regulator" means the body or person appointed as the Principal Regulator under the Charities Act 2006;
- u. "Recognised Investment Exchange" shall have the meaning ascribed to that expression by the Financial Services and Markets Act 2000 (or legislation subordinate to the Financial Services and Markets Act 2000);
- v. "Secretary" means the secretary of the Academy Trust or any other person appointed to perform the duties of the secretary of the Academy Trust, including a joint, assistant or deputy secretary;

## Single Academy

w. "Secretary of State" means the Secretary of State for Education or his successor;

w.1 "Special Measures Termination Event" shall have occurred when:

- a. the Chief Inspector has given notice to the Academy Trust in accordance with section 13(3) of the Education Act 2005 (such notice the "Special Measures Notice") stating that, in his opinion, special measures are required to be taken in relation to the Academy;
- b. the Chief Inspector has carried out a subsequent inspection of the Academy in accordance with the Education Act 2005 and makes a report in accordance with the Education Act 2005 stating that the Academy has made inadequate progress since the date of the Special Measures Notice;
- c. the Secretary of State has requested the Academy Trust to deliver within 10 Business Days a written statement (such statement a "Further Action Statement") of the action the Academy Trust proposes to take and the period within which it proposes to take such action or, if it does not propose to take any action, the reasons for not doing so; and
- d. either: (i) the Secretary of State, having considered the Further Action Statement, is not satisfied that any action proposed to be taken by the Academy Trust is sufficient in all the circumstances; or (ii) no Further Action Statement shall have been delivered to the Secretary of State within the requested timeframe or otherwise;

x. "Staff Governor" means an employee of the Academy Trust who may be appointed as a Governor pursuant to Article 50A;

x.1 "Statement of Recommended Practice" means a statement of recommended practice issued by the Accounting Standards Board or such other body or

## Single Academy

bodies as are prescribed for the purposes of section 464 of the Companies Act 2006;

y. “teacher” means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at the Academy;

z. “the United Kingdom” means Great Britain and Northern Ireland;

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

bb. 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 2006, as appropriate.

cc. Any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto.

2. The company’s name is The Hayesbrook School Academy Trust (and in this document it is called “the Academy Trust”).

3. The Academy Trust’s registered office is to be situated in England and Wales.

### OBJECTS

4. The Academy Trust’s object (“the Object”) is specifically restricted to the following: 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 a school offering a broad and balanced curriculum (“the Academy”).

5. Without limitation, the Academy Trust may exercise all powers in furtherance of the Object, including the power:

(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 Academy Trust;

## Single Academy

- (b) to raise funds and to invite and receive contributions provided that in raising funds the Academy Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (d) subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Object and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- (e) to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for the Object;
- (f) to co-operate with other charities, other independent and maintained schools, voluntary bodies and statutory authorities operating in furtherance of the Object and to exchange information and advice with them;
- (g) to pay out of funds of the Academy Trust the costs, charges and expenses of and incidental to the formation and registration of the Academy Trust;
- (h) to establish, maintain, carry on, manage and develop the Academy at Brook Street, Tonbridge, Kent, TN9 2PH;
- (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 areas of curricular specialisation of the Academy and to its approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in academies;



## Single Academy

- (l) subject to such consents as may be required by law and/or pursuant to the terms of any contract entered into by or on behalf of the Academy Trust to borrow and raise money for the furtherance of the Object in such manner and on such security as the Academy Trust may think fit;
- (m) to deposit or invest any funds of the Academy Trust not immediately required for the furtherance of its Object (but to invest only after obtaining such advice from a financial expert as the Governors 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 Governors;
  - (ii) every transaction is reported promptly to the Governors;
  - (iii) the financial expert will regularly review the performance of the investments with the Governors;
  - (iv) the Governors are entitled to cancel the delegation arrangement at any time;
  - (v) the investment policy and the delegation arrangement are reviewed at least once per Academy Financial Year;
  - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Governors on receipt; and
  - (vii) the financial expert must not do anything outside the powers of the Governors.
- (o) to arrange for investments or other property of the Academy Trust to be held in the name of a nominee company acting under the control of the Governors 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 Governors 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

## Single Academy

guilty in relation to the Academy Trust; provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors 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 Governors in their capacity as Governors;

- (q) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy Trust; and
- (r) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Object.

6.1 The income and property of the Academy Trust shall be applied solely towards the promotion of the Object.

6.2 None of the income or property of the Academy Trust may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member. Nonetheless a Member may:

- (a) benefit as a beneficiary of the Academy Trust;
- (b) be paid reasonable and proper remuneration for any goods or services supplied to the Academy Trust;
- (c) be paid rent for premises let by the Member if the amount of the rent and other terms of the letting are reasonable and proper; and
- (d) be paid interest on money lent to the Academy Trust at a reasonable and proper rate, such rate not to exceed two per cent. per annum below the base lending rate of a UK clearing bank selected by the Governors, or 0.5 per cent., whichever is the higher,

save that a Member who is also a Governor may only receive the benefits referred to in Articles 6.2(a) and 6.2(b) in circumstances where the provisions of Articles 6.7 and 6.8 are adhered to

6.3 A Governor may benefit from any indemnity insurance purchased at the Academy Trust's expense to cover the liability of the Governors which by

## Single Academy

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 Academy Trust: provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors 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 Governors in their capacity as directors of the Academy Trust.

### 6.4 INTENTIONALLY BLANK

6.5 A Governor may at the discretion of the Governors be reimbursed from the property of the Academy Trust for reasonable expenses properly incurred by him or her when acting on behalf of the Academy Trust, but excluding expenses in connection with foreign travel.

6.6 No Governor may:

- (a) buy any goods or services from the Academy Trust;
- (b) sell goods, services, or any interest in land to the Academy Trust (except in circumstances where the sale is permitted by Article 6.7 and the Governors follow the procedure and observe the conditions set out in Article 6.8);
- (c) be employed by or receive any remuneration from the Academy Trust (other than:
  - (i) the Principal whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8;
  - (ii) in circumstances where the payment of remuneration to the Governor is permitted by Article 6.7 and the Governors follow the procedure and observe the conditions set out in Article 6.8; or
  - (iii) in accordance with Article 6.8A); or
- (d) receive any other financial benefit from the Academy Trust (unless:

## Single Academy

- (i) the payment is permitted by Article 6.7 and the Governors follow the procedure and observe the conditions set out in Article 6.8; or
- (ii) the Governors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes).

6.7 Subject to Article 6.8, a Governor may:

- (a) receive a benefit from the Academy Trust in the capacity of a beneficiary of the Academy Trust;
- (b) be employed by the Academy Trust or enter into a contract for the supply of goods or services to the Academy Trust, other than for acting as a Governor;
- (c) receive interest on money lent to the Academy Trust at a reasonable and proper rate not exceeding two per cent. per annum below the base rate of a clearing bank to be selected by the Governors, or 0.5 per cent., whichever is the higher; and
- (d) receive rent for premises let by the Governor to the Academy Trust if the amount of the rent and the other terms of the lease are reasonable and proper taking into account market rents and commercial lease terms in respect of properties similar (in size, condition, purpose and location) to the premises let by the Governor to the Academy Trust.

6.8 The Academy Trust and its Governors may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

- (a) the remuneration or other sums paid to the Governor proposing to receive a benefit from, to be employed by, or to enter into a contract with, the Academy Trust or to receive interest or rent from the Academy Trust (the Interested Governor (and the interest of the Interested Governor in such benefit, employment, contract, loan or lease shall be a Personal Financial Interest)) do not exceed an amount that is reasonable in all the circumstances.

## Single Academy

- (b) the Interested Governor is absent from the part of any meeting at which there is discussion of:
  - (i) his employment, remuneration, or any matter concerning the contract, payment or benefit; or
  - (ii) his performance in the employment, or his performance of the contract; or
  - (iii) any proposal to enter into any other contract or arrangement with him, to renew or vary an existing contract or arrangement with him or to confer any benefit upon him that would be permitted under Article 6.7; or
  - (iv) any other matter relating to a payment to, or the conferring of any benefit on, him as permitted by Article 6.7;
- (c) the Interested Governor does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting;
- (d) save in relation to employing or contracting with the Principal (a Governor pursuant to Article 46(e)) the other Governors are satisfied that it is in the interests of the Academy Trust to employ or to contract with that Interested Governor rather than with someone who is not a Governor. In reaching that decision the Governors must balance the advantage of employing or otherwise contracting with the Interested Governor against the disadvantages of doing so (including the loss of the Interested Governor's services as a result of dealing with the Interested Governor's conflict of interest and the provisions of this Article 6.8 and Article 98);
- (e) the reason for their decision is recorded by the Governors in the minute book; and
- (f) a majority of the Governors then in office have received no such payments or benefit.

6.8A The provision in clause 6.6 (c) that no Governor may be employed by or

## Single Academy

receive any remuneration from the Academy Trust (other than the Principal) does not apply to an existing employee of the Academy Trust who is subsequently elected or appointed as a Governor save that this Article shall only allow such a Governor to receive remuneration or benefit from the Academy Trust in his capacity as an employee of the Academy Trust and provided that the procedure as set out in Articles 6.8 (b) (i), Article 6.8 (b) (ii) and Article 6.8 (c) is followed.

6.8B No Governor shall be an Interested Governor by reason alone of that Governor holding less than one per cent. of the issued share capital of a company which has shares listed on a Recognised Investment Exchange.

6.9 In Articles 6.2 to 6.9:

- (a) reference to "Academy Trust" shall be deemed to include any company in which the Academy Trust:
  - holds more than 50 per cent. of the shares; or
  - controls more than 50 per cent. of the voting rights attached to the shares; or
  - has the right to appoint one or more directors to the board of the company.
- (b) reference to "Governor" shall be deemed to include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his partner;
- (c) references to the employment or remuneration of a Governor shall be deemed to include the engagement or remuneration of any firm or company in or of which the Governor is:
  - (i) a partner;
  - (ii) an employee;
  - (iii) a consultant;
  - (iv) a director;
  - (v) a member; or
  - (vi) (subject to Article 6.8B) a shareholder.

## Single Academy

7. The liability of the Members is limited.
8. Every Member undertakes to contribute such amount as may be required (not exceeding £10) to the Academy Trust's assets if it should be wound up while he or she is a member or within one year after he ceases to be a member, for payment of the Academy Trust's debts and liabilities (or, in circumstances where the Academy Trust is wound up within one year after that Member ceased to be a Member, for payment of the Academy Trust's debts and liabilities as at the time that Member ceased to be a Member), and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
9. If the Academy Trust is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property, that property shall not be paid to or distributed among the Members, but shall be given or transferred to some other charity or charities having objects similar to the Object, provided that the constitutional documents of such other charity or charities prohibits the distribution of its or their income and property in the same terms as, or in terms having the same or a similar effect to, the terms set out in Articles 4 to 6 (inclusive), , chosen by the Members at or before the time of dissolution or, if that cannot be done, then to some other charity or charities having some other charitable object (provided that the constitutional documents of such other charity or charities prohibit the distribution of its or their income and property in the same terms as, or in the terms having the same or a similar effect to, the terms set out in Articles 4 to 6 (inclusive)).
10. No alteration or addition shall be made to or in the provisions of the Articles without the written consent of the Secretary of State.
11. Without prejudice to the generality of Article 10, no alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Academy Trust would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Academy Trust would cease to be a charity.

## Single Academy

### MEMBERS

12. The Members of the Academy Trust shall comprise
  - (a) the signatories to the Memorandum;
  - (b) one 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 Governors; and
  - (d) any person appointed under Article 16;
13. The Secretary of State shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by him and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.
14. INTENTIONALLY BLANK
15. Membership will terminate automatically if:
  - (a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
  - (b) a Member (which is an individual) dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
  - (c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.
16. The Members may agree unanimously in writing to appoint such additional Members as they think fit and may unanimously (save that the agreement of the Member(s) to be removed shall not be required) in writing agree to remove any such additional Members.
17. Every person nominated to be a Member of the Academy Trust shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
18. Any Member may resign provided that after such resignation the number of



## Single Academy

Members is not less than three. A Member shall cease to be a Member immediately on the receipt by the Academy Trust of a notice in writing signed by the person or persons entitled to remove him under Articles 13 or 16 provided that no such notice shall take effect when the effect of such notice is to reduce the number of Members to a number which is less than three unless it contains or is accompanied by the appointment of a replacement Member.

### GENERAL MEETINGS

19. The Academy Trust shall hold an annual general meeting (an "Annual General Meeting") each year in addition to any other meetings in that year, and shall specify the meeting as such in the notice convening it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Provided that so long as the Academy Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Governors shall appoint. All meetings other than Annual General Meetings shall be called general meetings.
20. The Governors 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 Governors to call a general meeting, any Governor or any Member of the Academy Trust may call a general meeting.

### NOTICE OF GENERAL MEETINGS

21. General meetings (including Annual General Meetings) shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90 per cent. of the total voting rights at that meeting. The notice of a meeting (including an Annual General Meeting) 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 of a

## Single Academy

meeting (including an Annual General Meeting) shall be given to all the Members, to the Governors and to the Auditors.

22. 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

23. 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 (in the case of a Member which is an organisation) a duly authorised representative of a Member organisation shall constitute a quorum.
24. 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 Governors may determine.
25. The chairman, if any, of the Governors or in his absence some other Governor nominated by the Governors shall preside as chairman of the meeting, but if neither the chairman nor such other Governor (if any) be present and willing within fifteen minutes after the time appointed for holding the meeting and willing to act, the Governors present shall elect one of their number to be chairman and, if there is only one Governor present, he shall be the chairman.
26. If no Governor is willing to act as chairman, or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
27. A Governor shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
28. The chairman may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the

## Single Academy

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, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded:
- (a) by the chairman; or
  - (b) by at least two Members having the right to vote at the meeting (or the duly appointed proxies of two Members having the right to vote at the meeting); or
  - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
30. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
31. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
32. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
33. A poll demanded on the election of the chairman or on a question of

## Single Academy

adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date 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.

34. No notice need be given of a poll not taken immediately if the time, date 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, date and place at which the poll is to be taken.
35. 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 provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members.

## VOTES OF MEMBERS

36. 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.
37. INTENTIONALLY BLANK
38. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Academy Trust in his capacity as Member have been paid.
39. 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.
40. 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

## Single Academy

as circumstances allow or in any other form which is usual or which the Governors may approve):

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

Signed on ..... 20[ ]”

41. 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 Governors may approve):

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

42. 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 Governors may:

(a) be deposited at the Office or at such other place within the United

## Single Academy

Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Academy Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

(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 Governor,

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

43. A vote given or poll demanded by proxy or by the duly authorised representative of an organisation 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 Academy Trust at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded 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.
44. Any organisation which is a Member of the Academy Trust 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 Academy Trust, 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 Academy Trust.

## GOVERNORS

45. The number of Governors shall be not less than three but (unless otherwise determined by ordinary resolution of the Members) shall not be subject to any

## Single Academy

maximum. Only natural persons shall be Governors.

46. Subject to Articles 48, 49 and 64 the Academy Trust shall have the following Governors:
- a. up to 15 Governors, appointed under Article 50;
  - b. any Staff Governor, if appointed under Article 50A;
  - c. up to one LA Governor if appointed under Article 51;
  - d. a minimum of two Parent Governors appointed under Articles 53-58;
  - e. the Principal;
  - f. any Additional Governors, if appointed under Article 62, 62A or 68A;  
and
  - g. any Further Governors, if appointed under Article 63 or Article 68A;
47. The Academy Trust may also have any Co-opted Governor appointed under Article 59.
48. The first Governors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.
49. Future Governors shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Governor to be appointed or elected due to the fact that an Academy has not yet been established or the Principal has not been appointed, then the relevant Article or part thereof shall not apply.

### APPOINTMENT OF GOVERNORS

50. The Members may appoint up to 15 Governors.
- 50A. The Members may appoint Staff Governors through such process as they may determine, provided that the total number of Governors (including the Principal) who are employees of the Academy Trust does not exceed one third of the total number of Governors.
- 50B. The Members shall make all necessary arrangements for, and determine all

## Single Academy

other matters relating to, the appointment of Governors by the Members. Any election of Governors by the Members which is contested shall be held by secret ballot.

51. The LA may appoint the LA Governor.
52. INTENTIONALLY BLANK
53. Subject to Article 57, the Parent Governors shall be elected by parents of registered pupils at the Academy. A Parent Governor must be a parent of a registered pupil at the Academy at the time when he is elected.
54. The Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of Parent Governors, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of Parent Governors which is contested shall be held by secret ballot.
55. The arrangements made for the election of a Parent Governor shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy Trust by a registered pupil at the Academy.
56. Where a vacancy for a Parent Governor is required to be filled by election, the Governing Body shall take such steps as are reasonably practical to secure that:
  - (a) every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that the vacancy is required to be filled by election;
  - (b) every person who is known to them to be a parent of a registered pupil at the Academy is informed that he is entitled to stand as a candidate and vote at the election; and
  - (c) every person who is known to them to be a parent of a registered pupil at the Academy is given an opportunity to stand as a candidate and vote at the election.
57. The number of Parent Governors required shall be made up by Parent Governors appointed by the Governing Body in accordance with Article 58 if



## Single Academy

the number of parents standing for election is less than the number of vacancies.

58. In appointing a Parent Governor the Governing Body shall appoint a person who is the parent of a registered pupil at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.
- 58A. In circumstances where a Parent Governor was the parent of one or more registered pupils at the Academy upon his appointment, that Parent Governor shall give written notice to the Secretary when such registered pupil or pupils (as the case may be) cease(s) to be a pupil or pupils (as the case may be) at the Academy.

### CO-OPTED GOVERNORS

59. The Governors may appoint up to three Co-opted Governors. A "Co-opted Governor" means a person who is appointed to be a Governor by being Co-opted by Governors who have not themselves been so appointed. The Governors may not co-opt an employee of the Academy Trust as a Co-opted Governor if thereby the number of Governors who are employees of the Academy Trust would exceed one third of the total number of Governors (including the Principal).

### APPOINTMENT OF ADDITIONAL GOVERNORS

60. The Secretary of State may give a Warning Notice to the Governors where he is satisfied:
- (i) that the standards of performance of pupils at the Academy are unacceptably low; or
  - (ii) that there has been a serious breakdown in the way the Academy is managed or governed; or
  - (iii) that the safety of pupils or staff of the Academy is threatened (whether by a breakdown of discipline or otherwise).
61. For the purposes of Article 60 a "Warning Notice" is a notice in writing by the Secretary of State to the Academy Trust delivered to the Office setting out:

## Single Academy

- (a) the matters referred to in Article 60;
  - (b) the action which he requires the Governors to take in order to remedy those matters; and
  - (c) the period within which that action is to be taken by the Governors (such period the "Compliance Period").
- 62. The Secretary of State may appoint such Additional Governors as he thinks fit if the Secretary of State has:
  - (a) given the Governors a Warning Notice in accordance with Article 60; and
  - (b) the Governors have failed to comply, or secure compliance, with the Warning Notice to the Secretary of State's satisfaction within the Compliance Period.
- 62A The Secretary of State may also appoint such Additional Governors as he thinks fit where, following an Inspection by the Chief Inspector in accordance with the Education Act 2005 (an "Inspection") the Academy Trust receives an Ofsted grading (being a grade referred to in The Framework for School Inspection or any modification or replacement of that document for the time being in force) which amounts to a drop, either from one Inspection to the next Inspection or between any two Inspections carried out within a five year period, of two Ofsted grades. For the purposes of the foregoing the grade received by The Hayesbrook School on 14 January 2009 shall be regarded as the grade received by the Academy.
- 63. The Secretary of State may also appoint such Further Governors as he thinks fit if a Special Measures Termination Event occurs in respect of the Academy.
- 64. Within five days of the Secretary of State appointing any Additional or Further Governors in accordance with Articles 62, 62A or 63, any Governors appointed under Article 50 and holding office immediately preceding the appointment of such Governors, shall resign immediately and the Members' power to appoint Governors under Article 50 shall remain suspended until the Secretary of State removes one or more of the Additional or Further Governors.

## Single Academy

### TERM OF OFFICE

65. The term of office for any Governor shall be four years, save that this time limit shall not apply to the Principal. Subject to remaining eligible to be a particular type of Governor or becoming eligible to be another type of Governor, any Governor may be re-appointed or re-elected.

### RESIGNATION AND REMOVAL

66. A Governor shall cease to hold office if he resigns his office by notice to the Academy Trust (but only if at least three Governors will remain in office when the notice of resignation is to take effect).
67. A Governor 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 a Parent Governor.
68. Where a Governor resigns his office or is removed from office, the Governor or, where he is removed from office, those removing him, shall give written notice thereof to the Secretary.
- 68A. Where an Additional or Further Governor appointed pursuant to Articles 62, 62A or 63 ceases to hold office as a Governor for any reason, other than being removed by the Secretary of State, the Secretary of State shall be entitled to appoint a replacement Additional or Further Governor in his place.
- 68B. A Parent Governor may be removed from office by a majority of the Governors (excluding the relevant Parent Governor). In circumstances where a Parent Governor is so removed, the Governing Body shall comply with its obligations in Article 56.

### DISQUALIFICATION OF GOVERNORS

69. No person shall be qualified to be a Governor unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be a Governor.
70. A Governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
71. A Governor shall cease to hold office if he is absent without the permission of

## Single Academy

the Governors from all their meetings held within a period of six months and the Governors (excluding the absentee Governor) resolve that his office be vacated.

72. A person shall be disqualified from holding or continuing to hold office as a Governor if:
- (a) his estate has been sequestered 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.
73. A person shall be disqualified from holding or continuing to hold office as a Governor 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.
74. A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993.
75. A person shall be disqualified from holding or continuing to hold office as a Governor 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.
76. A person shall be disqualified from holding or from continuing to hold office as a Governor at any time when he is:
- (a) included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
  - (b) disqualified from working with children in accordance with section 35 of the Criminal Justice and Court Services Act 2000; or

## Single Academy

- (c) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).

- 77. A person shall be disqualified from holding or continuing to hold office as a Governor if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 78. A person shall be disqualified from holding or continuing to hold office as a Governor where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
- 79. After the Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Governor if he has not provided to the chairman of the Governors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the 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.
- 80. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Governor; and he is, or is proposed, to become a Governor or is already a Governor, he shall upon becoming so disqualified give written notice of that fact to the Secretary and shall be deemed to have resigned as a Governor.
- 81. Articles 69 to 80 and Articles 98 and 99 shall also apply to any member of any committee of the Governors who is not a Governor.

## SECRETARY TO THE GOVERNORS

- 82. The Secretary shall be appointed by the Governors for such term, at such remuneration and upon such conditions as they may think fit; and any

## Single Academy

Secretary so appointed may be removed by them. The Secretary shall not be a Governor or a Principal. Notwithstanding this Article, the Governors 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 GOVERNORS

83. The Governors shall at their first meeting in each Academy Financial Year, elect a chairman and a vice-chairman from among their number. A Governor who is employed by the Academy Trust shall not be eligible for election as chairman or vice-chairman.
84. Subject to Article 85, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with Article 83 or Article 86 (as the case may be).
85. 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 Governor;
  - (b) he is employed by the Academy Trust;
  - (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.
86. Where by reason of any of the matters referred to in Article 85, a vacancy arises in the office of chairman or vice-chairman, the Governors shall at their next meeting elect one of their number to fill that vacancy.
87. 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 chair for the purposes of the meeting.
88. Where in the circumstances referred to in Article 87 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Governors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Governor elected shall not

## Single Academy

be a person who is employed by the Academy Trust.

89. The Secretary shall act as chairman during that part of any meeting at which the chairman is elected.
90. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
91. The Governors may remove the chairman or vice-chairman from office in accordance with these Articles.
92. A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Governors shall not have effect unless—
  - (a) it is confirmed by a resolution passed at a second meeting of the Governors held not less than fourteen days after the first meeting; and
  - (b) 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.
93. Before the Governors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Governor or Governors 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 GOVERNORS

94. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution of the Members, the business of the Academy Trust shall be managed by the Governors who may exercise all the powers of the Academy Trust. No alteration of the Articles and no such direction shall invalidate any prior act of the Governors 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 Governors by the Articles and a meeting of Governors at which a quorum is present may exercise all the powers exercisable by the Governors.

## Single Academy

95. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Governors shall have the following powers, namely:
- (a) to expend the funds of the Academy Trust in such manner as they shall consider most beneficial for the achievement of the Object and to invest in the name of the Academy Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and
  - (b) to enter into contracts on behalf of the Academy Trust.
96. In the exercise of their powers and functions, the Governors may consider any advice given by the Principal and any other executive officer.
97. Any bank account in which any money of the Academy Trust is deposited shall be operated by the Governors in the name of the Academy Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Governors.

## CONFLICTS OF INTEREST

98. Any Governor who has any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Governor shall disclose that fact to the Governors as soon as he becomes aware of it. Without prejudice to the provisions of Article 6.8, 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).
99. For the avoidance of doubt (and without prejudice to Article 98), a Governor who has any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest ) in a matter shall not be counted in ascertaining whether a quorum is present at any meeting of the Governing Body at which that matter is to be discussed.



## Single Academy

### THE MINUTES

100. The minutes of the proceedings of a meeting of the Governors 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 Governors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of all proceedings at meetings of the Governors and of committees of Governors including (without limitation):

- (a) the names of the Governors present at each such meeting;
- (b) the matters attended to by the Governors present at each such meeting; and
- (c) all appointments made by the Governors.

### COMMITTEES

101. Subject to these Articles, the Governors may establish any committee. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Governors. The establishment, terms of reference, constitution and membership of any committee of the Governors shall be reviewed at least once in every Academy Financial Year. The membership of any committee of the Governors may include persons who are not Governors, provided that a majority of members of any such committee shall be Governors. The Governors may determine that some or all of the members of a committee who are not Governors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the Governors unless the majority of members of the committee present are Governors.

### DELEGATION

102. The Governors may delegate to any Governor, committee, the Principal or any other holder of an executive office, 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 Governors may impose and may be revoked or altered.

## Single Academy

103. Where any power or function of the Governors is exercised by any committee, any Governor, Principal or by any other holder of an executive office, that person or committee shall report to the Governors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Governors immediately following the taking of the action or the making of the decision.

### PRINCIPAL

104. The Governors shall appoint the Principal. The Governors may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Governors and for the direction of the teaching and curriculum at the Academy).

### MEETINGS OF THE GOVERNORS

105. Subject to these Articles, the Governors may regulate their proceedings as they think fit.
106. The Governors shall hold at least three meetings in every Academy Financial Year. Meetings of the Governors shall be convened by the Secretary. In exercising his functions under this Article the Secretary shall comply with any direction:
- (a) given by the Governors; or
  - (b) given by the chairman of the Governors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Governors, so far as such direction is not inconsistent with any direction given as mentioned in Article 106 (a).
107. Any three Governors may, by notice in writing given to the Secretary, requisition a meeting of the Governors; and it shall be the duty of the Secretary to convene such a meeting as soon as is reasonably practicable.
108. Each Governor shall be given at least fourteen clear days before the date of a meeting:

## Single Academy

- (a) notice in writing thereof, signed by the Secretary, and sent to each Governor at the address provided by each Governor from time to time; and
- (b) a copy of the agenda for the meeting;

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

- 109. 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 thereof.
- 110. A resolution to rescind or vary a resolution carried at a previous meeting of the Governors shall not be proposed at a meeting of the Governors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 111. A meeting of the Governors for which notice has been given shall be postponed, and a meeting taking place shall be adjourned forthwith if:
  - (a) the Governors so resolve; or
  - (b) the number of Governors present ceases to constitute a quorum for a meeting of the Governors in accordance with Article 114, subject to Article 116 .
- 112. Where, in accordance with Article 111 a meeting is postponed or is adjourned before all the matters specified as items of business on the agenda for the meeting have been disposed of, the Governors shall before postponing or adjourning the meeting, 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. In the absence of such a direction, 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

## Single Academy

held or was so terminated.

113. INTENTIONALLY BLANK.
114. Subject to Article 116 the quorum for a meeting of the Governors, and any vote on any matter thereat, shall be any three Governors, or, where greater, any one third (rounded up to a whole number) of the total number of Governors holding office at the date of the meeting. If the Secretary of State has appointed Additional or Further Governors then a majority of the quorum must be made up of Additional or Further Governors.
115. The Governors may act notwithstanding any vacancies in their number, but, if the numbers of Governors is less than the number fixed as the quorum, the continuing Governors may act only for the purpose of filling vacancies or of calling a general meeting.
116. The quorum for the purposes of:
  - (a) appointing a Parent Governor under 57;
  - (b) any vote on the removal of a Governor appointed by the Board of Governors in accordance with Article 67; or
  - (c) any vote on the removal of the chairman of the Governors in accordance with Article 91,shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Governors entitled to vote on those respective matters.
117. Subject to these Articles, every question to be decided at a meeting of the Governors shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote.
118. Subject to Article 114 to 116, 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.
119. The proceedings of the Governors shall not be invalidated by
  - (a) (subject to Article 115) any vacancy among their number; or

## Single Academy

- (b) any defect in the election, appointment or nomination of any Governor.
- 120. A resolution in writing, signed by all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors, shall be valid and effective as if it had been passed at a meeting of Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors.
- 121. Subject to Article 122, the Governors shall ensure that a copy of:
  - (a) the agenda for every meeting of the Governors;
  - (b) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
  - (c) the signed minutes of every such meeting; and
  - (d) any report, document or other paper considered at any such meeting,are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 122. There may be excluded from any item required to be made available in pursuance of Article 121, any material relating to:
  - (a) a named teacher or other person employed, or proposed to be employed, at the Academy;
  - (b) a named pupil at, or candidate for admission to, the Academy; and
  - (c) any matter which, by reason of its nature, the Governors are satisfied should remain confidential.
- 123. Any Governor shall be able to participate in meetings of the Governors 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

## Single Academy

time of the meeting at least 48 hours before the meeting (or, in circumstances where a notice period which is shorter than the period referred to in Article 108 is to be given, such lesser period as the Governors shall agree); and

- (b) the Governors have access to the appropriate equipment (being equipment which allows each person present at the meeting of the Governors to hear (and to be heard by) all other persons present at the meeting in real time).

If, the Governing Body having made reasonable endeavours to allow a Governor to participate in a meeting of the Governing Body by telephone or video conference it does not prove possible for the Governor to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

## PATRONS AND HONORARY OFFICERS

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

125. INTENTIONALLY BLANK

## ACCOUNTS

126. Accounts for each Academy Financial Year shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and in accordance with Parts 15 and 16 of the Companies Act 2006 and shall be filed by the Governors with:

- (a) the Secretary of State and the Principal Regulator by the 31 December first following the end of the relevant Academy Financial Year; and
- (b) the Registrar of Companies (the "Registrar") on or before the date falling 9 months after the end of the relevant Academy Financial Year.

## Single Academy

### ANNUAL REPORT

127. The Governing Body shall prepare its annual report in accordance with the Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and shall file this with the Secretary of State and the Principal Regulator by the 31 December first following the end of the relevant Academy Financial Year.

### ANNUAL RETURN

128. The Governors shall comply with their obligations under Part 24 of the Companies Act 2006 with regard to the filing of an annual return with the Registrar.

### NOTICES

129. Any notice to be given to or by any person pursuant to the Articles 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 a number or address used for the purposes of such communications.
130. 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.
131. 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.
132. 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

## Single Academy

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

133. Subject to the provisions of the Companies Act 2006 every Governor or other officer or Auditor of the Academy Trust shall be indemnified out of the assets of the Academy Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, 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 liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Academy Trust. No Governor or other officer or Auditor of the Academy Trust shall be entitled to an indemnity in respect of any claim arising from any act or omission which that Governor or other officer or Auditor of the Academy Trust knew to be a breach of trust or breach of duty or which was committed by the relevant person in reckless disregard of whether it was a breach of trust or breach of duty or not. For the avoidance of doubt, No Governor or other officer or Auditor of the Academy Trust shall be entitled to an indemnity in respect of the costs of any unsuccessful defence to a criminal prosecution brought against such person in relation to their dealings with the Academy Trust.

- 133A. In accordance with Article 6.3, the Governing Body may decide to purchase and maintain indemnity insurance for the benefit of a Governor or other officer or Auditor of the Academy Trust.

### RULES

134. The Governors 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 Academy Trust and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:



## Single Academy

- (a) the admission and classification of Members (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 in relation to one another, and to the Academy Trust's servants;
  - (c) the setting aside of the whole or any part or parts of the Academy Trust's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the Governors and committees of the Governors in so far as such procedure is not regulated by these Articles; and
  - (e) generally, all such matters as are commonly the subject matter of company rules.
135. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in these Articles, the Academy Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Governors shall adopt such means as they think sufficient to bring to the notice of Members all such rules or bye laws, which shall be binding on all Members.

## AVOIDING INFLUENCED COMPANY STATUS

136. 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 per cent. of the total number of votes exercisable by Members in general meeting (including an Annual 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.
137. No person who is a Local Authority Associated Person may be appointed as a Governor if, once the appointment had taken effect, the number of Governors who are Local Authority Associated Persons would represent 20 per cent. or

## Single Academy

more of the total number of Governors. Upon any resolution put to the Governors, the maximum aggregate number of votes exercisable by any Governors who are Local Authority Associated Persons shall represent a maximum of 19.9 per cent. of the total number of votes cast by the Governors on such a resolution and the votes of the other Governors having a right to vote at the meeting will be increased on a pro-rata basis.

138. No person who is a Local Authority Associated Person is eligible to be appointed to the office of Governor unless his appointment to such office is authorised by the local authority to which he is associated.
139. If, at the time of either his becoming a Member or his first appointment to office as a Governor, any Member or Governor was not a Local Authority Associated Person but later becomes so during his membership or tenure as a Governor, his membership shall be deemed to have immediately terminated and he shall be deemed to have immediately resigned from his office as a Governor (as the case may be).
140. If at any time the number of Governors or Members who are also Local Authority Associated Persons would (but for Articles 136 to 139 inclusive) represent 20 per cent. or more of the total number of Governors or Members (as the case may be) then a sufficient number of the Governors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Governors or for their membership to have been terminated (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Governors or Members (as the case may be) is never equal to or greater than 20 per cent. of the total number of Governors or Members (as the case may be). Governors who are Local Authority Associated Persons shall be deemed to have resigned, and the membership of Members who are Local Authority Associated Persons shall be deemed to have terminated, in order of their appointment date (the most recently appointed Governor resigning first and the most recently appointed Member's membership terminating first (as the case may be)).
141. The Members will each notify the Academy Trust and each other if at any time they believe that the Academy Trust or any of its subsidiaries has become subject to the influence of a local authority (as described in section

## Single Academy

69 of the Local Government and Housing Act).

### The original subscribers to the Company were

Mr Ian Martin Daker  
The Hayesbrook School Brook Street  
TONBRIDGE TN9 2PH United Kingdom

---

Jane Dorothy Linda Dalton  
The Hayesbrook School Brook Street  
TONBRIDGE Kent TN9 2PH United Kingdom

---

Mr Keith Michael Elves  
The Hayesbrook School Brook Street  
TONBRIDGE Kent TN9 2PH United Kingdom

---

Mr John Douglas Boyd  
The Hayesbrook School Brook Street  
TONBRIDGE Kent TN9 2PH United Kingdom

---

Dated 7/9/2010