

Company number 07698904

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL WRITTEN RESOLUTION¹

of

INSPIRING FUTURES THROUGH LEARNING (the "Company")

Circulation Date 25th May 2016

We the undersigned, being at least 75% of the members of the Company, for the time being entitled to receive notice of, attend and vote at general meetings, hereby pass the following special resolution and agree that the said special resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT

The Articles of Association attached to this written resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution

The undersigned, entitled to vote on the above resolution, hereby irrevocably agree to the resolution

Signature



Name (print)

G. SWEPTON

Date

2nd June 2016

¹ Resolution passed pursuant to article 35 of the Company's Articles of Association and the Companies Act 2006

WEDNESDAY



A22 *A59PB8TS* 22/06/2016 #191
COMPANIES HOUSE

Note

- 1** This Written Resolution is passed when at least 75% of members have signified their agreement.
- 2.** If not passed within 28 days of the Circulation Date this Resolution will lapse.
- 3.** A member signifies agreement by signing the Resolution or by sending a document to the company (which can be a scan or a fax of the signed Resolution) identifying the Resolution and indicating agreement.

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

INSPIRING FUTURES THROUGH LEARNING

COMPANY NUMBER 07698904

As approved by Special Resolution On _____

ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision, free and studio schools

- i "Clerk" means the clerk to the Trustees or any other person appointed to perform the duties of the clerk to the Trustees, including a joint, assistant or deputy clerk,
- j "Co-opted Trustee" has the meaning contained in Article 58,
- k "electronic form" has the meaning given in section 1168 of the Companies Act 2006,
- l "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,
- m Not used,
- n "Local Authority Associated Person" means any person associated (within the meaning given in section 69(5) of the Local Government and Housing Act 1989) with any local authority by which the Academy Trust is influenced,
- o "Local Governing Bodies" means the committees appointed pursuant to Articles 100-101A and 104 (and "Local Governing Body" means any one of these committees),
- p "Member" means a member of the Academy Trust and someone who as such is bound by the undertaking contained in Article 8,
- q "the Memorandum" means the Memorandum of Association of the Academy Trust,
- r "Office" means the registered office of the Academy Trust,
- s "Parent Local Governor" means the parent member of a Local Governing Body elected or appointed in accordance with Articles 54-56,
- t "Parent Trustees" means the Trustees elected or appointed pursuant to Articles 53 – 56 inclusive,
- u "Principals" means the head teachers of the Academies (and "Principal" means any one of these head teachers),

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- hh 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,
- ii 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
- jj a reference to “document” includes, unless otherwise specified, any document sent or supplied in electronic form,
- kk a reference to a document being signed or to signature includes references to it being executed under hand or under seal or by any other method and, in the case of a communication in electronic form, such references are to its being authenticated as specified by the Companies Acts,
- ll any reference to a “meeting” in these Articles includes, except where inconsistent with any legal obligation
 - a a physical meeting,
 - b a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation, and
 - c telephone conferencing

2 The company's name is Inspiring Futures Through Learning (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 objects (“**the Objects**”) are specifically restricted to the following

- a 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

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the educational attainment of pupils and students and former pupils and former students,

- 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 and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools, educational institutions and the voluntary sector to the education of pupils and students in academies,
- l subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Academy Trust, to borrow and raise money for the furtherance of the Objects 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 Objects (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification),
- n to delegate the management of investments to a financial expert, but only on terms that
 - i the investment policy is set down in writing for the financial expert by the Trustees,
 - ii every transaction is reported promptly to the Trustees,
 - iii the performance of the investments is reviewed regularly with the Trustees,
 - iv the Trustees are entitled to cancel the delegation arrangement at any time,

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- 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 of the Academy Trust 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 2 per cent per annum below the base lending rate of a UK clearing bank selected by the Trustees, or 0.5%, whichever is the higher

6.2A The Trustees may only rely upon the authority provided by Article 6.2 to allow a benefit to a Member if each of the following conditions is satisfied

- a the remuneration or other sums paid to the Member do not exceed an amount that is reasonable in all the circumstances,
- b the Trustees are satisfied that it is in the interests of the Academy Trust to contract with that Member rather than with someone who is not a Member. In reaching that decision the Trustees must balance the advantage of contracting with a Member against the disadvantages of doing so, and
- c the reason for their decision is recorded by the Trustees in the minute book

6.3 A Trustee may benefit from any indemnity insurance purchased at the Academy Trust's expense to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Academy Trust, provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as directors of the Academy Trust

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- c receive interest on money lent to the Academy Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees, or 0.5%, whichever is the higher, and/or
- d receive rent for premises let by the Trustee to the Academy Trust if the amount of the rent and the other terms of the lease are reasonable and proper

6.8 The Academy Trust and its Trustees 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 Trustee do not exceed an amount that is reasonable in all the circumstances,
- b the Trustee is absent from the part of any meeting at which there is discussion of
 - i his or her employment, remuneration, or any matter concerning the contract, payment or benefit, or
 - ii his or her performance in the employment, or his or her performance of the contract, or
 - iii any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.7, or
 - iv any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7,
- c the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting,
- d save in relation to employing or contracting with the Principal, Staff Trustees or any other Trustee who is an employee of the Academy Trust the other Trustees are satisfied that it is in the interests of the Academy Trust to employ or to contract with that Trustee rather than with someone who is not

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recognised stock exchange and the Trustee holds less than 1% of the issued capital

- 7 The liability of the Members of the Academy Trust is limited
- 8 Every Member of the Academy Trust 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 or she ceases to be a Member, for payment of the Academy Trust's debts and liabilities before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves
- 9 If the Academy Trust is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Academy Trust (except for a Member which is itself a charity fulfilling the criteria set out below), but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Academy Trust by Article 6 above, chosen by the Members of the Academy Trust at or before the time of dissolution and if that cannot be done then to some other charitable object
- 10 Not used
- 11 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

MEMBERS

- 12 The Members of the Academy Trust shall comprise
 - a the signatories to the Memorandum until they resign or otherwise cease to become Members,

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- d a Member becomes an employee of the Academy Trust,
- e a Member refuses to consent to any checks required by the Secretary of State under the provisions of the Relevant Funding Agreements or otherwise, or
- f a Member is found to be unsuitable to be a Member by the Secretary of State under the provisions of the Relevant Funding Agreements

15A The Members may agree by passing a special resolution to appoint such additional Members as they think fit

16 In addition to Article 13, the Members may agree by passing a special resolution to remove any Member(s) The Member whose proposed removal is the subject of the resolution shall not be entitled to vote on that resolution

16A In exercising their rights under these Articles and the Companies Act 2006, the Members shall not do anything or take any action which would cause the Academy Trust to contravene its Objects

17 Every person nominated to be a Member of the Academy Trust shall 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 Members is not less than three A Member shall cease to be one 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 number of Members 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 each Academy Financial Year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Academy Trust

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- 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 Trustees may determine
- 25 The Members present and entitled to vote at the meeting shall elect by ordinary resolution one of their number to be the chairman and such election shall be binding on all Members and Trustees present at the meeting
- 26 Not used
- 27 A Trustee shall, notwithstanding that he is not a Member, be entitled to attend and speak at any General Meeting or Annual General Meeting
- 27A A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 27B A person is able to exercise the right to vote at a general meeting when
- a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - a) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 27C The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 27D In determining attendance at a general meeting, it is immaterial whether the Members attending it are in the same place as each other
- 27E Any persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to

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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 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 the 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

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proxy to attend, speak and 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 Trustees may
- a be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the 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 Clerk or to any Trustee,

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

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pursuant to sections 9 and 12 of the Companies Act 2006

- 49 Future Trustees shall be appointed or elected, as the case may be, under these Articles Where it is not possible for such a Trustee to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply

APPOINTMENT OF TRUSTEES

- 50 The Members may appoint by ordinary resolution up to 7 Trustees

50AA Not used

50A Not used

- 50B The total number of Trustees including the Chief Executive Officer if they so choose to act as Trustee under Article 57 who are employees of the Academy Trust shall not exceed one third of the total number of Trustees

51 Not used

52 Not used

PARENT TRUSTEES

- 53 In circumstances where the Trustees have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100a or if no provision is made for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A there shall be a minimum of two Parent Trustees and otherwise such number as the Members shall decide who shall be appointed or elected in accordance with Articles 54 - 56

- 54 Parent Trustees and Parent Local Governors shall be elected or, if the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies, appointed (in accordance with the terms of reference determined by the Trustees from time to time) The elected or appointed Parent Trustees must be a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies at the time

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responsibility, of a registered pupil at an Academy as described in Articles 54 and 54AA, or where the Trustees are exercising their power to appoint a Parent Trustee or Parent Local Governor and it is not reasonably practical to appoint a parent, or an individual exercising parental responsibility, as described in Articles 54 and 54AA, then the Trustees may appoint a person who is the parent, or an individual exercising parental responsibility, of a child within the age range of at least one of the Academies or, in the case of an appointment to a Local Governing Body, the age range of at least one of the Academies overseen by that Local Governing Body

- 57 Providing that the Chief Executive Officer agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer as a Trustee. If so appointed, the individual holding the post of Chief Executive Officer shall continue as a Trustee until such time as she ceases to hold the post of Chief Executive Officer.

CO-OPTED TRUSTEES

- 58 The Trustees may appoint Co-opted Trustees. A 'Co-opted Trustee' means a person who is appointed to be a Trustee by being Co-opted by Trustees who have not themselves been so appointed. The Trustees may not co-opt an employee of the Academy Trust as a Co-opted Trustee if thereby the number of Trustees who are employees of the Academy Trust would exceed one third of the total number of Trustees including the Chief Executive Officer to the extent he or she is a Trustee.

59 – 63 Not used

TERM OF OFFICE

- 64 The term of office for any Trustee shall be four years, save that
- (a) this time limit shall not apply to the Chief Executive Officer if she is appointed as a Trustee,
 - (b) the term of office may be shorter than four years for any Trustee (other than a Parent Trustee) if the Members (or in the case of a Co-opted Trustee, the

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Trustee who is the subject of the resolution must be given the opportunity to make a statement in response before withdrawing from the meeting

67D Nothing in Articles 67A-C may be read as affecting the right of a Trustee who has been suspended to receive notices of, and agendas and reports or other papers for, meetings of the board of Trustees during the period of their suspension

67E A Trustee may not be disqualified from continuing to hold office for failure to attend any meeting of the board of Trustees under Article 70 while suspended under Article 67A

DISQUALIFICATION OF TRUSTEES

68 No person shall be qualified to be a Trustee unless he is aged 18 or over at the date of his election or appointment No current pupil or current student of any of the Academies shall be a Trustee

69 A Trustee shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs

70 A Trustee shall cease to hold office if he is absent (otherwise than because of a suspension under Articles 67A-67D) without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated

71 A person shall be disqualified from holding or continuing to hold office as a Trustee if -

a he has been declared bankrupt and/or his estate has been seized from his possession for the benefit of his creditors and the declaration or seizure has not been discharged, annulled or reduced, or

b he is the subject of a bankruptcy restrictions order or an interim order

72 A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986

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Secretary of State shall be final

- 79 Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Trustee, and he is, or is proposed, to become such a Trustee, he shall upon becoming so disqualified give written notice of that fact to the Clerk
- 80 Articles 68 to 74, Articles 77 to 79 and Articles 97 to 98 also apply to any member of any committee of the Trustees, including a Local Governing Body, or to any person whom the Trustees shall have delegated functions or powers, in each case who is not a Trustee

CLERK TO THE TRUSTEES

- 81 The Clerk shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and any Clerk so appointed may be removed by them. The Clerk shall not be a Trustee, or the Chief Executive Officer or a Principal. Notwithstanding this Article, the Trustees may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting. The Clerk may, but need not be, the appointed company secretary of the Academy Trust.

CHAIRMAN AND VICE-CHAIRMAN OF THE TRUSTEES

- 82 The Trustees shall each school year elect a chairman and a vice-chairman from among their number. A Trustee who is employed by the Academy Trust shall not be eligible for election as chairman or vice-chairman.
- 83 Subject to Article 84, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with Article 85.
- 84 The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Clerk. The chairman or vice-chairman shall cease to hold office if
- a he ceases to be a Trustee,
 - b he is employed by the Academy Trust,
 - c he is removed from office in accordance with these Articles, or

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statement in response

POWERS OF TRUSTEES

- 93 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Trustees 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 Trustees 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 Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
- 94 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers, namely
- a to expend the funds of the Academy Trust in such manner as they shall consider most beneficial for the achievement of the Objects 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 Objects, and
 - b to enter into contracts on behalf of the Academy Trust
- 95 In the exercise of their powers and functions, the Trustees may consider any advice given by the Chief Executive Officer to the extent he or she is not a Trustee and any other executive officer.
- 96 Any bank account in which any money of the Academy Trust is deposited shall be operated by the Trustees 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 Trustees.

CONFLICTS OF INTEREST

- 97 Any Trustee who has or can have any direct or indirect duty or personal interest

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Trustees unless the majority of members of the committee present are Trustees

101A The Trustees shall ensure that any Local Governing Body shall include at least 2 Parent Local Governors

102 Not used

103 Not used

104 The functions, duties and proceedings of the Local Governing Bodies or committees shall be subject to regulations made by the Trustees from time to time Local Governing Bodies may also be established solely for the purpose of fulfilling an advisory function to the board of Trustees

DELEGATION

105 The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered

105A A Trustee, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office to whom a power or function of the Trustees is delegated under Article 105 may further sub-delegate those powers or functions (or any of them) to a further person or sub-committee Where any power or function of the Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered

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- 111 Each Trustee shall be given at least seven clear days before the date of a meeting
- a notice in writing thereof, signed by the Clerk, and sent to each Trustee at the address provided by each Trustee from time to time, and
 - 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
- 112 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
- 113 A resolution to rescind or vary a resolution carried at a previous meeting of the Trustees shall not be proposed at a meeting of the Trustees unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting
- 114 A meeting of the Trustees shall be terminated forthwith if
- a the Trustees so resolve, or
 - b the number of Trustees present ceases to constitute a quorum for a meeting of the Trustees in accordance with Article 117, subject to Article 119

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- 121 Subject to Articles 117-119, 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
- 122 The proceedings of the Trustees shall not be invalidated by
- a any vacancy among their number, or
 - b any defect in the election, appointment or nomination of any Trustee
- 123 A resolution in writing, signed by all the Trustees entitled to receive notice of and vote at a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees
- 124 Subject to Article 125, the Trustees shall ensure that a copy of
- a the agenda for every meeting of the Trustees,
 - b the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting,
 - c the signed minutes of every such meeting, and
 - d any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available at every Academy to persons wishing to inspect them
- 125 There may be excluded from any item required to be made available in pursuance of Article 124, any material relating to
- a a named teacher or other person employed, or proposed to be employed, at any Academy,
 - b a named pupil or named student at, or candidate for admission or referral to, any Academy, and

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ANNUAL REPORT

- 130 The Trustees shall prepare their 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 31 December each Academy Financial Year

ANNUAL RETURN

- 131 The Trustees shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies

NOTICES

- 132 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees) 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
- 133 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

ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision, free and studio schools

- b the conduct of Members of the Academy Trust 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 Trustees and committees of the Trustees and meetings of the Local Governing Bodies in so far as such procedure is not regulated by the Articles, and
- e generally, all such matters as are commonly the subject matter of company rules

138 The Academy Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Academy Trust all such rules or bye laws, which shall be binding on all Members of the Academy Trust Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles

AVOIDING INFLUENCED COMPANY STATUS

139 Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in general meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis

140 No person who is a Local Authority Associated Person may be appointed or elected as a Trustee if, once the appointment or election had taken effect, the number of Trustees who are Local Authority Associated Persons would represent 20% or more of the total number of Trustees. Upon any resolution put to the Trustees, the maximum aggregate number of votes exercisable by any Trustees who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Trustees on such a resolution and the