FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

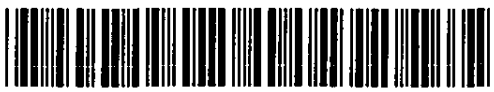
Company Number **9436283**

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

ST LUKE ACADEMIES 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 on **12th February 2015**



N09436283M

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

127677/100

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company

Laserform

SAME DAY

A fee is payable with this form.
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a private or public company

✗ **What this form is NOT for**
You cannot use this form to regi a limited liability partnership To this, please use form LL IN01

THURSDAY

COMPANIES HOUSE

A4135781
A05 12/02/2015 #3

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCHeck service and select the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company name in full ❶: ST LUKE ACADEMIES TRUST

For official use: 09436283

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

❶ **Duplicate names**
Duplicate names are not permitted A list of registered names can be found on our website There are various rules that may affect your choice of name More information on this is available in our guidance booklet GP1 at www companieshouse gov uk

A2 Company name restrictions ❷

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

❷ **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at www companieshouse gov uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ❸

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☑ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative

❸ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this For more details, please go to our website www companieshouse gov uk

A4 Company type ❹

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☑ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

❹ **Company type**
If you are unsure of your company's type, please go to our website www companieshouse gov uk

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A5 Situation of registered office ❶

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- [✓] England and Wales
- [ ] Wales
- [ ] Scotland
- [ ] Northern Ireland

❶ **Registered office**
Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6 Registered office address ❷

Please give the registered office address of your company

Building name/number	OUR LADY OF WALSINGHAM CATHOLIC PRIMARY SCHOOL
Street	OCCUPATION ROAD
Post town	CORBY
County/Region	NORTHANTS
Postcode	N N 1 7 1 E E

❷ **Registered office address**
You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7 Articles of association ❸

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- [ ] Private limited by shares
- [ ] Private limited by guarantee
- [ ] Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- [ ] Private limited by shares
- [ ] Private limited by guarantee
- [ ] Public company

Option 3

- [✓] I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

❸ For details of which company type can adopt which model articles, please go to our website www companieshouse gov uk

A8 Restricted company articles ❹

Please tick the box below if the company's articles are restricted

- [ ]

❹ **Restricted company articles**
Restricted company articles are those containing provision for entrenchment For more details, please go to our website www companieshouse gov uk

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Application to register a company

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1 Secretary appointments ❶

Please use this section to list all the secretary appointments taken on formation **For a corporate secretary, complete Sections C1-C5.**

Title *	
Full forename(s)	
Surname	
Former name(s) ❷	

❶ **Corporate appointments**
For corporate secretary appointments, please complete section C1-C5 instead of section B

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes

B2 Secretary's service address ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❸ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office

If you provide your residential address here it will appear on the public record

B3 Signature ❹

I consent to act as secretary of the proposed company named in **Section A1.**

Signature

Signature
X X

❹ **Signature**
The person named above consents to act as secretary of the proposed company

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments ❶

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Additional appointments**
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address
This is the address that will appear on the public record This address must be a physical location for the delivery of documents It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3 only**

→ **No** Complete **Section C4 only**

C3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
Registration number	

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5 Signature ❺

I consent to act as secretary of the proposed company named in **Section A1.**

Signature	Signature X X

❺ **Signature**
The person named above consents to act as corporate secretary of the proposed company

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title *	MR
Full forename(s)	ROBERT ANDREW
Surname	HILL
Former name(s) ❷	
Country/State of residence ❸	ENGLAND
Nationality	BRITISH
Date of birth	d2 d6 m0 m3 y1 y9 y6 y4
Business occupation (if any) ❹	DIRECTOR

❶ **Appointments**
Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4

❹ **Business occupation**
If you have a business occupation, please enter here If you do not, please leave blank

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page

D2 Director's service address ❺

Please complete the service address below You must also fill in the director's usual residential address in **Section D4.**

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

❺ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

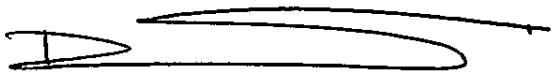
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1**

Signature

Signature
X  X

❻ **Signature**
The person named above consents to act as director of the proposed company

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title *	MRS
Full forename(s)	ANNA CLARE
Surname	KILSBY
Former name(s) ❷	
Country/State of residence ❸	ENGLAND
Nationality	BRITISH
Date of birth	d2 d9 m0 m7 y1 y9 y7 y2
Business occupation (if any) ❹	DIRECTOR

❶ **Appointments**
Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section D4

❹ **Business occupation**
If you have a business occupation, please enter here If you do not, please leave blank

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page

D2 Director's service address ❺

Please complete the service address below You must also fill in the director's usual residential address in **Section D4**

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

❺ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

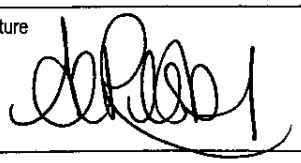
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1.**

Signature

Signature X  X

❻ **Signature**
The person named above consents to act as director of the proposed company

IN01
Application to register a company

Corporate director

E1 Corporate director appointments ❶

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Additional appointments**
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address
This is the address that will appear on the public record This address must be a physical location for the delivery of documents It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?
- → **Yes** Complete **Section E3 only**
- → **No** Complete **Section E4 only**

E3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
If applicable, the registration number	

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5 Signature ❺

I consent to act as director of the proposed company named in **Section A1.**

Signature

Signature
X X

❺ **Signature**
The person named above consents to act as corporate director of the proposed company

IN01
Application to register a company

Part 3 Statement of capital

Does your company have share capital?
- → **Yes** Complete the sections below
- → **No** Go to **Part 4 (Statement of guarantee).**

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4.**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
		Totals		£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value ❹	

❹ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example £100 + €100 + $10 etc

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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Application to register a company

F4 **Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1** and **F2.**

Class of share	
Prescribed particulars ❶	

❶ **Prescribed particulars of rights attached to shares**

The particulars are
- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages
Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share	
Prescribed particulars ❶	

❶ **Prescribed particulars of rights attached to shares**

The particulars are
a particulars of any voting rights, including rights that arise only in certain circumstances,
b particulars of any rights, as respects dividends, to participate in a distribution,
c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages
Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record These do not need to be the subscribers' usual residential address

Initial shareholdings
Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?
- → **Yes** Complete the sections below
- → **No** Go to **Part 5** (Statement of compliance)

G1 **Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee The following statement is being made by each and every person named below

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,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

Subscriber's details

Forename(s) ❶	DUNS SCOTUS TRUST
Surname ❶	
Address ❷	33 WESTBOURNE ROAD
	LUTON
Postcode	L U 4 8 J D
Amount guaranteed ❸	£10 00

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ **Name**
Please use capital letters

❷ **Address**
The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address

❸ **Amount guaranteed**
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

❶ **Name**
Please use capital letters

❷ **Address**
The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address

❸ **Amount guaranteed**
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- → **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- → **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1 Statement of compliance delivered by the subscribers ❶

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

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

❶ **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X Kevin A. McConnell. For and on behalf of: Duns Scotus Trust X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

IN01
Application to register a company

Subscriber's signature	Signature X X	**Continuation pages** Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	

H2 **Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

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

Agent's signature	Signature X X

IN01

Application to register a company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record

Contact name Mr Daniel Banton

Company name Howes Percival LLP

Address 3 The Osiers Business Centre

Post town Leicester

County/Region

Postcode L E 1 9 1 D X

Country

DX DX710913 Lei Meridian

Telephone 0116 247 3500

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee is payable on this form.
Make cheques or postal orders payable to 'Companies House' For information on fees, go to www companieshouse gov uk

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales:
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland.
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption
If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Model Memorandum of Association

THE COMPANIES ACT 2006

& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)

A COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

ST LUKE ACADEMIES TRUST

21 January 2013v2
221565 1/3949069

Multi Academy Trust Model for Catholic Church Schools

THE COMPANIES ACT 2006

& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)

SCHEDULE 2

A COMPANY LIMITED BY GUARANTEE

Regulation 2(b)

MEMORANDUM OF ASSOCIATION OF

ST LUKE ACADEMIES 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*

Name Monsignor Kevin McGinnell	Signature
On Behalf Of Duns Scotus Trust	Kevin A McGinnell

Dated 11 February 2015

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

ST LUKE ACADEMIES TRUST

21 January 2013v2
221565 1/3949066

Multi Academy Trust Model for Catholic Church Schools

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

ST LUKE ACADEMIES TRUST

INTERPRETATION

1 In these Articles:-

a "the Academies" means all the schools referred to in Article 5C(h) and operated by the Company (and "Academy" shall mean any one of those schools),

b "Academy Financial Year" means the academic year from 1st of September to 31st of August of the following year,

c "the Articles" means these Articles of Association of the Company,

d "Canon Law" means the canon law of the Catholic Church from time to time in force and if any question arises as to the interpretation of Canon Law, this shall be determined exclusively by the Diocesan Bishop,

e "Catholic" means in full communion with the See of Rome,

f "Catholic school" means a school for the time being recognised as a Catholic school by the Diocesan Bishop, and conducted in accordance with

(i) The teachings, practices and tenets of the Catholic Church,

(ii) Canon Law and the Trust Deed, and

(iii) Any diocesan directives for the time being in force,

g "Chief Executive Officer" means such person as may be appointed by the Directors as the Chief Executive Officer of the Company,

h "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor,

i "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect,

j "Clerk" means the clerk to the Directors or any other person appointed to perform the duties of clerk to the Directors including a joint, assistant or deputy clerk,

k "the Company" means save as otherwise defined at Article 6 9 the company intended to be regulated by these Articles and referred to in Article 2,

l "Diocese" means the Catholic diocese in which the Academy is situated,

m "Diocesan Bishop" means the Bishop of the Diocese (as defined in Canon Law) and in the case of the See being vacant or impeded, the person or persons on whom the governance of the See has devolved in accordance with Canon Law and, for the purposes of any action contemplated in these Articles includes any person to whom the Diocesan Bishop's powers and functions have been delegated, including officers of the Diocesan Education Service,

n "the Diocesan Education Service" means the education service established by the Diocesan Bishop to promote Catholic education and to support the Catholic schools in the Diocese being known as the Northampton Office for Religious Education, Evangelisation, Catechesis and Schools (NORES),

o "the Directors" means save as otherwise defined at Article 6 9 the directors of the Company (and "Director" means any one of those directors),

p "Executive Director" means such person or persons if appointed by the Directors to be a Director to act on their behalf and with executive powers, including any Principal and/or Chief Executive Officer,

q "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,

r "Foundation Director" means a Director appointed pursuant to Article 50,

s "Founder Member" means the Duns Scotus Trust (Company number 08375620) established by the Diocesan Bishop to be a Member of any Catholic academy company established by the Diocesan Bishop and, where appropriate, any successor of such entity as determined by the Diocesan Bishop from time to time,

t "Local Governing Bodies" means any committees established by the Directors pursuant to Article 100(a) (and "Local Governing Body" means any one of these committees),

u "Member" means a member of the Company and someone who as such is bound by the undertaking contained in Article 8,

v "the Memorandum" means the Memorandum of Association of the Company,

w "Office" means the registered office of the Company,

x "Parent Directors" means the Directors elected or appointed pursuant to Articles 53 – 56 inclusive,

y "Parent Local Governor" means the parent member of a Local Governing Body elected or appointed in accordance with Articles 54-56,

z "Principals" means the head teachers of the Academies (and "Principal" means any one of these head teachers),

aa "Principal Regulator" means the body or person appointed as the Principal Regulator under the Charities Act 2011,

bb "Relevant Funding Agreements" means the agreement or agreements entered into by the Company and the Secretary of State under section 1 of the Academies Act 2010 for the establishment of each Academy, including any variation or supplemental agreements thereof,

cc "Scheme of Delegation" means the terms of reference for the delegation of powers and responsibilities by the Directors to the Local Governing Bodies,

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

ee "Secretary of State" means the Secretary of State for Education or successor,

ff "Senior Catholic post" means the posts of Principal, Vice Principal, Head of Religious Education and such other senior posts specified by the Diocesan Bishop,

gg "Sponsor Member" means the St Bonaventure Trust (Company number 8757159) established by the Diocesan Bishop to sponsor any Academy in the Diocese and, where appropriate, any successor of such entity as determined by the Diocesan Bishop from time to time,

hh "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 one or more Academies,

ii "Trustees" means the Northampton Roman Catholic Diocese Trustee a body corporate under Part 12 of the Charities Act 2011 for the Trustees of the Northampton Roman Catholic Diocesan Trust (registered Charity Number 234091) of Bishop's House, Marriott Street, Northampton, NN2 6AW,

jj "Trust Deed" includes any instrument (other than the Memorandum and Articles of Association) regulating the constitution of the

Company or the maintenance, management or conduct of the Academies, and includes Canon Law and any diocesan directives,

kk "the United Kingdom" means Great Britain and Northern Ireland,

ll unless that context requires otherwise, words importing the masculine gender only shall include the feminine gender Or vice versa and words importing the singular number shall include the plural number, and vice versa,

mm 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,

nn 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 St Luke Academies Trust (and in this document it is called "**the Company**")

3 The Company's registered office is to be situated in England and Wales

OBJECTS

4 The Company's objects ("**the Objects**") are specifically restricted to the advancement of the Catholic religion in the Diocese by such means as the Diocesan Bishop may think fit and proper by, but without prejudice to the generality of the foregoing

(a) the establishing, maintaining, carrying on, managing and developing of

(i) Catholic Schools in the United Kingdom conducted in accordance with the principles, and subject to the regulations and discipline of the Catholic Church, and

(ii) subject to the approval of the Diocesan Bishop, and as purely ancillary to (a) (i) above, other schools in the United Kingdom, and

(b) as purely ancillary to (a) promoting for the benefit of the inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants

5 CONDUCT OF THE ACADEMIES

5A (a) Any Academy or Academies established under Article 4(a)(i) shall be conducted in accordance with

(i) the teachings, practices and tenets of the Catholic Church;

(ii) Canon Law and the Trust Deed,

(iii) any diocesan directives for the time being in force

(b) For any Academy or Academies established under Article 4(a)(i)

(i) religious education is to be in accordance with the teachings, doctrines, discipline and general and particular norms of the Catholic Church,

(ii) religious worship is to be in accordance with the rites, practices, discipline and liturgical norms of the Catholic Church,

(iii) at all times the Academies are to serve as a witness to the Catholic faith in our Lord Jesus Christ,

(iv) the Company shall have regard to any advice issued by the

Diocesan Bishop,

(v) the Academies shall be subject to the absolute control of the Diocesan Bishop and shall be carried on under and in accordance with his directions in all respects, and

(vi) all charitable work of whatever nature carried on for the time being under the trusts of these presents shall be subject to the absolute control of the Diocesan Bishop and shall be carried on under and in accordance with his directions in all respects

5B All Academies established by the Company shall offer a broad and balanced curriculum

5C In furtherance of the Objects but not further or otherwise the Company may exercise the following powers,

(a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company,

(b) to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,

(c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property,

(d) subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants,

(e) to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Objects,

(f) to co-operate with other charities, other independent and maintained schools, academies and institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them,

(g) to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company,

(h) to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Directors and in so doing shall have regard to the respective ethos and mission statement of each Academy,

(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 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 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 Company, to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Company may think fit,

(m) to deposit or invest any funds of the Company not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Directors

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 Directors,
ii every transaction is reported promptly to the Directors,
iii the performance of the investments is reviewed regularly with the Directors,
iv the Directors are entitled to cancel the delegation arrangement at any time,
v the investment policy and the delegation arrangement are reviewed at least once a 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 Directors on receipt, and
vii the financial expert must not do anything outside the powers of the Directors,

(o) to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the Directors or of a financial expert acting under their instructions, and to pay any reasonable fee required,

(p) to provide indemnity arrangements to cover the liability of Directors and members of any Local Governing Body (in so far as necessary) in accordance with and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly,

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

(r) to discharge any liability incurred on behalf of the Company by the Trustees,

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

6 1 The income and property of the Company shall be applied solely towards the promotion of the Objects

6 2 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Company Nonetheless a Member of the Company may

a) benefit as a beneficiary of the Company,

b) be paid reasonable and proper remuneration for any goods or services supplied to the Company,

c) be paid rent for premises let by the member of the Company 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 Company 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 Directors, or 0 5%, whichever is the higher

6 2A The Members may only rely upon the authority provided by Article 6 2 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) If the Member is also a Director, that Member is absent from the part of any meeting at which there is discussion of

i) his or her remuneration, or any matter concerning the contract,

payment or benefit, or

ii) 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 2, or

iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6 2

(c) If the Member is also a Director, he or she does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting

(d) The Directors are satisfied that it is in the interests of the Company to contract with that Member rather than with someone who is not a Member In reaching that decision the Directors must balance the advantage of contracting with a Member against the disadvantages of doing so (especially the loss of the Member's services as a result of dealing with the Member's conflict of interest)

(e) The reason for their decision is recorded by the Directors in the minute book

6 3 A Director may benefit from any indemnity arrangements purchased at the Company's expense or any arrangement so agreed with the Secretary of State to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Company Provided that any such arrangement shall not extend to

i) any claim arising from any act or omission which Directors knew to be a breach of trust or breach of duty or which was

committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not, and

ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Company

Further this Article does not authorise a Director to benefit from any indemnity arrangement that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law In this Article 6 3 'Director' includes a member of any Local Governing Body (in so far as necessary)

6 4 A company, which has shares listed on a recognised stock exchange and of which any one Director holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Company

6 5 A Director may at the discretion of the Directors be reimbursed from the property of the Company for reasonable expenses properly incurred by him or her when acting on behalf of the Company, but excluding expenses in connection with foreign travel

6 6 No Director may

(a) buy any goods or services from the Company,

(b) sell goods, services, or any interest in land to the Company,

(c) be employed by, or receive any remuneration from the Company (other than any Executive Director whose employment and/or remuneration is subject to the procedure and conditions in Article 6 8),

(d) receive any other financial benefit from the Company,

unless

(i) the payment is permitted by Article 6 7 and the Directors follow the procedure and observe the conditions set out in Article 6 8,

or

(ii) the Directors 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 Director may

a) receive a benefit from the Company in the capacity of a beneficiary of the Company

b) be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Director

c) receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors, or 0 5%, whichever is the higher

d) receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the lease are reasonable and proper

6 8 The Company and its Directors 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 Director do not exceed an amount that is reasonable in all the circumstances

(b) the Director 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 Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting

(d) save in relation to employing or contracting with the any Executive Director, the other Directors are satisfied that it is in the interests of the Company to employ or to contract with that Director rather than with someone who is not a Director In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest)

(e) the reason for their decision is recorded by the Directors in the minute book

(f) a majority of the Directors then in office have received no such payments or benefit

6 8A The provision in Article 6 6 (c) that no Director may be employed by or receive any remuneration from the Company (other than any Executive Director) does not apply to an employee of the Company who is subsequently elected or appointed as a Director save that this Article shall only allow such a Director to receive remuneration or benefit from the Company in his capacity as an employee of the Company and provided that the procedure as set out in Articles 6 8(b)(i), (ii) and 6 8 (c) is followed

6 9 In Articles 6 2-6 9

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

- holds more than 50% of the shares, or

- controls more than 50% of the voting rights attached to the shares, or
- has the right to appoint one or more directors to the board of the company

(b) "Director" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner,

(c) the employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is

(i) a partner,
(ii) an employee,
(iii) a consultant,
(iv) a director,
(v) a member, or
(vi) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital

7 The liability of the Members of the Company is limited

8 Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the Company's debts and liabilities before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

9 If the Company 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 Company (except to a Member

that is itself a charity), but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 6 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object

10 No alteration or addition shall be made to or in the provisions of the Articles without the written consents of the Trustees and the Diocesan Bishop

11 No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Company would cease to be a company to which section 60 of the Companies Act 2006 applies, or (b) that the Company would cease to be a charity or (c) that any Academy or Academies established under Clause 4(a)(i) would cease to be recognised as Catholic schools in accordance with Canon Law

MEMBERS

12 The Members of the Company shall comprise

a the signatory to the Memorandum who shall be the Founder Member and who shall be the first sole Member, and thereafter

b any person who may be appointed by the Diocesan Bishop, including

c the Diocesan Bishop,

d at the discretion of the Diocesan Bishop, the Sponsor Member, and

e any person appointed under Article 16

12A An employee of the Company cannot be a Member of the Company

13 Each of the persons entitled to appoint Members in Article 12 and 16

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 If any of the persons entitled to appoint Members in Article 12

a in the case of an individual, die or become legally incapacitated,

b in the case of a corporate entity, cease to exist and are not replaced by a successor institution,

c becomes insolvent or makes any arrangement or composition with their creditors generally, or

d ceases to themselves be a Member

their right to appoint Members under these Articles shall vest in the person who, according to Canon Law, is entitled to exercise ordinary jurisdiction in the area in which the Company's Head Office is situated

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 illness or injury of managing and administering his or her own affairs,

c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally, or

d) a Member who was a Member by virtue of his post ceases to hold the relevant post provided that if automatic termination in this instance would result in the number of Members being less than three, the Member shall remain a Member until a further Member is appointed (which the remaining two Members shall be free to make without the

approval of the retiring Member notwithstanding the provisions of Article 16) at which time the membership of the retiring Member shall terminate

15A The Members may agree unanimously in writing to remove any Member(s) who is a signatory to the Memorandum other than the Diocesan Bishop (save that the agreement of a signatory to the Memorandum who is to be removed shall not be required), provided that it is in the interests of the Company to remove such a Member(s) and the approval of the Diocesan Bishop is first obtained

16 In addition to Article 13, the Members may agree by passing a written special resolution to appoint such additional Members as they think fit and may agree by passing a written special resolution (save that the agreement of the Member(s) to be removed shall not be required) agree to remove any such additional Members The Member whose proposed removal is the subject of the written special 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 Company to contravene its Objects

17 Every person nominated to be a Member of the Company shall either sign a written consent to become a Member or sign the register of Members on becoming a Member

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 Company 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 Not Used

20 The Directors 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 Directors to call a general meeting, any Director or any Member of the Company may call a general meeting

NOTICE OF GENERAL MEETINGS

21 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% of the total voting rights at that meeting

21A The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such The notice shall also state that the Member is entitled to appoint a proxy The notice shall be given to all the Members, to the Directors and auditors

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 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 Directors may determine

25 The Diocesan Bishop shall preside as chairman of the meeting, but if the Diocesan Bishop is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present shall elect one of their number to be chairman.

26 Not used

27 The Chairman of the Directors 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 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 -

i by the chairman, or

ii by at least two Members having the right to vote at the meeting, or,

iii 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 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 Not used

38 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company 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 as circumstances allow or in any other form which is usual or which the Directors may approve) -

"I/We, , of , being a Member/Members of the above named Company, hereby appoint of , or in his absence, of as my/our 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 Company 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 Directors may approve) -

"I/We, , of , being a Member/Members of the above-named Company, hereby appoint of , or in his absence, of , as my/our 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 Company, to be held on 20[ ], and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 *for * against

Resolution No 2 *for * against

- Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed on 20[ ]"

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 Directors may -

(a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

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

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Clerk or to any Director,

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 a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

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

DIRECTORS

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

45A All Directors shall upon their appointment or election, and before exercising any duties as a Director, give a written undertaking in such form as the Diocesan Bishop shall require to the Trustees and the Diocesan Bishop to

uphold the Objects of the Academy Trust

46 Subject to Articles 48-49, the Company shall have the following Directors

a Foundation Directors, appointed under Article 50

b any Directors, appointed under Article 50A,

c any Executive Directors, appointed under Article 50B,

d any Chief Executive Officer,

e a minimum of 2 Parent Directors appointed by the Directors whether after election or otherwise under Articles 53-56 in the event that no provision is made under Article 101, or is planned, for at least 2 Parent Local Governors on each Local Governing Body established under Article 100(a)

47 The Company may also have any Co-opted Director appointed under Article 58

48 The first Directors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006

49 Future Directors shall be appointed or elected, as the case may be, under these Articles

APPOINTMENT OF DIRECTORS

50 The Diocesan Bishop shall appoint such number of Foundation Directors as shall ensure that at all times the number of Foundation Directors exceeds the other Directors (including any Co-opted Directors) by at least two If the Diocesan Bishop appoints the Sponsor Member as a Director (as well as a Member), the appointment will count as an appointment of a Foundation Director

50A Subject to Article 50, the Directors may appoint Directors

50B Subject to Article 50, the Directors may appoint Executive Directors

through such process as they may determine but shall ensure that the total number of Directors including any Chief Executive Officer who are employees of the Company does not exceed one third of the total number of Directors

50C In any circumstances where the Secretary of State is entitled to serve a warning notice under the Relevant Funding Agreement or in the opinion of the Diocesan Bishop standards or the Catholic life of the school at any Academy have fallen unacceptably low (the "Trigger Events") then the Diocesan Bishop may stipulate that one or more of the following shall be appointed as a Director for such term as the Diocesan Bishop shall provide.

a the Episcopal Vicar for Education and Formation or his or her delegate,

b the Financial Secretary to the Diocese or his or her delegate,

c any or all of the directors of the Sponsor Member to be referred to as the Sponsor Directors,

who shall serve on the board of Directors in an ex officio capacity for so long as the Trigger Events subsist

ACADEMY DIRECTORS

51 Not used

52 Not used

PARENT DIRECTORS

53 In circumstances where the Directors have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100(a), or there are no plans to include at least two Parent Local Governors on each Local Governing Body there shall be a minimum of two Parent Directors

54A Subject to Article 55, Parent Directors and Parent Local Governors shall be appointed (in accordance with the terms of reference determined by the

Directors from time to time)

54B A Parent Director must be a parent, or an individual exercising parental responsibility of a registered pupil at one or more of the Academies at the time when he or she is appointed A Parent Local Governor of a Local Governing Body must be a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies overseen by the Local Governing Body at the time when he or she is appointed

54C In a 16-19 Academy a Parent Director must be a parent, or an individual exercising parental responsibility, of a registered student at the 16-19 Academy, or where it is not reasonably practicable to do so, a person who is the parent, or an individual exercising parental responsibility, of a child of above compulsory school age but not above the age of 19

55 The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Directors or Parent Local Governors, including any question of whether a person is a parent, or an individual exercising parental responsibility, of a registered pupil at one of the Academies Any election of the Parent Directors or Parent Local Governors which is contested shall be held by secret ballot For the purposes of any election of Parent Local Governors, any parent, or an individual exercising parental responsibility, of a registered pupil at the Academies overseen by the Local Governing Body shall be eligible to vote

56 If the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies, the Directors shall appoint a Parent Director or Parent Local Governor meeting the requirements in Article 54B If it is not reasonably practicable to do so, the Directors 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 if an appointment to a Local Governing Body, the age range of at least one of the Academies overseen by that Local Governing Body

EXECUTIVE DIRECTORS

57 Any Executive Director shall be a Director for as long as he remains in office as such

CO-OPTED DIRECTORS

58 Subject to Article 50, the Directors may appoint Co-opted Directors A 'Co-opted Director' means a person who is appointed to be a Director by being Co-opted by Directors who have not themselves been so appointed The Directors may not co-opt an employee of the Company as a Co-opted Director if thereby the number of Directors who are employees of the Company would exceed one third of the total number of Directors

APPOINTMENT OF ADDITIONAL DIRECTORS

59 Not Used

60 Not Used

61 Not Used

62 Not Used

63 Not Used

TERM OF OFFICE

64 The term of office for any Director shall be 4 years or a shorter period if specified at the time of appointment by the person or body appointing, save that this time limit shall not apply to the Co-opted Directors or to any post which is held ex officio Co-opted Directors shall be appointed for a period of one year Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected

RESIGNATION AND REMOVAL

65 A Director shall cease to hold office if he resigns his office by notice to the person or body that made the appointment (but only if at least three Directors will remain in office when the notice of resignation is to take effect)

66 A Director shall cease to hold office if he is removed by the person or persons who appointed him or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006

67 Where a Director resigns his office or is removed from office, those accepting his resignation or removing him, shall give written notice thereof to the Clerk

SUSPENSION

67A With the prior written approval only of the Diocesan Bishop in the case of Foundation Directors, the board of Directors may by special resolution passed at a meeting of the Directors suspend any Director for all or any meeting of the Company, or of a committee, for a fixed period of up to 6 months where the Director has acted in a way that is inconsistent with the Objects and has brought or is likely to bring the Company and any of its Academies or the office of the Director into disrepute In the event that any Foundation Director has acted in a way that is inconsistent with the Articles or the professional ethos of the board of Directors and has brought or is likely to bring the Company and any of its Academies or the office of the Director into disrepute, the board of Directors may petition the Diocesan Bishop with a request for the suspension of the Foundation Director The Diocesan Bishop who appointed a Foundation Director may suspend him as a Director

67B A resolution to suspend a Director from office does not have effect unless the matter is specified as an item of business on the agenda for the meeting and evidence of the written approval of the Diocesan Bishop is submitted to the meeting

67C Before a vote is taken on a resolution to suspend a Director, the Director proposing the resolution must at the meeting state the reasons for doing so In addition the Director 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 Director

who has been suspended to receive notices of, and agendas and reports or other papers for, meetings of the board of Directors during the period of their suspension or the right of any person appointing such Director to remove them

67E A Director may not be disqualified from continuing to hold office for failure to attend any meeting of the board of Trustees under Article 71 while suspended under Article 67A

DISQUALIFICATION OF DIRECTORS

68 No person shall be qualified to be a Director unless he is aged 18 or over at the date of his election or appointment

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

70 A Director shall cease to hold office if he is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated

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

(a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced, or

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

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

73 A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Companies Act 2006 or is disqualified from

acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)

74 A person shall be disqualified from holding or continuing to hold office as a Director if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated

75 A person shall be disqualified from holding or continuing to hold office as a Director if he has not given the written undertaking described in Article 45A (or Article 103)

76 Not Used

77 A person shall be disqualified from holding or continuing to hold office as a Director where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011

78 After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if he has not provided to the chairman of the Directors 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 the chairman 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

79 Where, by virtue of these Articles a person becomes disqualified from

holding, or continuing to hold office as a Director, and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the Clerk

80 Articles 68 to 79 and Articles 97-98 also apply to any member of any committee of the Directors, including a Local Governing Body, who is not a Director

CLERK TO THE DIRECTORS

81 The Clerk shall be appointed by the Directors 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 Director, or a Principal Notwithstanding this Article, the Directors 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 must have achieved any qualification or completed any training as prescribed by the Diocesan Bishop and notified to the Company or do so within six months of appointment The Clerk may, but need not be, the appointed company secretary of the Company

CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS

82 The Directors shall elect a chairman and a vice-chairman from among the Foundation Directors A Director who is employed by the Company 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 for such period, up to three years, as specified at the time of election 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 Foundation Director,

(b) he is employed by the Company,

(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

85 Where by reason of any of the matters referred to in Article 84, a vacancy arises in the office of chairman or vice-chairman, the Directors shall at their next meeting elect one of their number to fill that vacancy

86 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

87 Not Used

88 Not Used

89 Not Used

90 The Directors may remove the chairman or vice-chairman from office in accordance with these Articles

91 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Directors shall not have effect unless -

i) it is confirmed by a resolution passed at a second meeting of the Directors held not less than fourteen days after the first meeting, and

ii) the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings

92 Before the Directors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Director or Directors proposing his removal shall at that meeting state their

reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response

POWERS OF DIRECTORS

93 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors

94 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely

(a) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects,

(b) to enter into contracts on behalf of the Company

95 In the exercise of their powers and functions, the Directors may consider any advice given by any Chief Executive Officer and any other executive officer

96 Any bank account in which any money of the Company is deposited shall be operated by the Directors in the name of the Company All cheques BACS and orders for the payment of money including electronic payments, from such an account shall be signed or authorised by at least two signatories authorised by the Directors

CONFLICTS OF INTEREST

97 Any Director who has or can have 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 Director shall disclose that fact to the Directors as soon as he becomes aware of it A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any duty or personal interest (including but not limited to any Personal Financial Interest)

98 For the purpose of Article 97, a Director has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Director as permitted by and as defined by Articles 6 5-6 9

98A A conflict of interest or conflict of loyalty shall not be deemed to occur solely from the fact that any Member or Director is also a trustee, charity trustee, governor or director of any Catholic school, Diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or schools or other educational institution(s)

THE MINUTES

99 The minutes of the proceedings of a meeting of the Directors shall be drawn up and entered into a book kept for the purpose by the person acting as Clerk for the purposes of the meeting, and shall be signed (subject to the approval of the Directors) at the same or next subsequent meeting by the person acting as chairman thereof

COMMITTEES

100 Subject to these Articles, the Directors

a) may appoint separate committees to be known as Local Governing Bodies (or Academy Committees) for each Academy

and the Directors shall be free to appoint one committee for several Academies if they so wish, and

b) may establish any other committee

101 Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Directors Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors

102 The power of delegation exercised under Article 105 in relation to the establishment of a Local Governing Body for an Academy shall be by way of Scheme of Delegation

103 All members of a Local Governing Body shall upon their appointment or election and before exercising any duties as a member of the Local Governing Body, give a written undertaking to the Directors, the Trustees and the Diocesan Bishop to uphold the Objects of the Company

104 The functions and proceedings of any Local Governing Bodies shall be subject to regulations made by the Directors from time to time

DELEGATION

105A The Directors shall not delegate the following functions

(a) the preservation and development of the educational character and mission of the Company and its Academies,

(b) the approval of the consolidated annual estimates of income and expenditure of the Company

(c) the responsibility for ensuring the solvency of the Company and its Academies,

(d) the appointment of the Clerk, (including where the Clerk is, or is to be, appointed as a member of staff, the Clerk's appointment in the capacity of a member of staff), and

(e) the modification or revocation of the these Articles

105AA The Directors shall not delegate the following functions

(a) the appointment of any senior Catholic post, and

(b) the approval of the annual estimates of income and expenditure for one or more Academies,

other than to a Local Governing Body

105B The Directors may not delegate

(a) the consideration of the case for dismissal, and

(b) the power to determine an appeal,

in connection with the dismissal of the holder of a senior Catholic post, other than to a committee of the members of the Board of Directors or members of a Local Governing Body

105C The Directors may delegate to any Director including any Executive Director, committee (including any Local Governing Body), 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 shall be made subject to any conditions the Directors may impose, and may be revoked or altered

106 Where any power or function of the Directors has been exercised by any committee (including any Local Governing Body), any Director including any Executive Director, or any other holder of an executive office, that person or

committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision

EXECUTIVE DIRECTORS AND PRINCIPALS

107 Any appointment of any Executive Director and the Principals of the Academies shall be first approved by the Diocesan Bishop. The Directors may delegate such powers and functions as they consider are required by any Executive Director and/or the Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at the Academies)

MEETINGS OF THE DIRECTORS

108 Subject to these Articles, the Directors may regulate their proceedings as they think fit

109 The Directors shall hold at least three meetings in every school year Meetings of the Directors shall be convened by the Clerk In exercising his functions under this Article the Clerk shall comply with any direction -

a given by the Directors, or

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

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

111 Each Director shall be given at least seven clear days before the date of a meeting –

i) notice in writing thereof, signed by the Clerk, and sent to each Director at the address provided by each Director from time to time, and

ii) a copy of the agenda for the meeting,

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda 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 Directors shall not be proposed at a meeting of the Directors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting

114 A meeting of the Directors shall be terminated forthwith if -

(a) the Directors so resolve, or

(b) the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with Article 117 , subject to Article 119

115 Where in accordance with Article 114 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated

116 Where the Directors resolve in accordance with Article 114 to adjourn a

meeting before all the items of business on the agenda have been disposed of, the Directors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly

117 Subject to Article 119, the quorum for a meeting of the Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved

118 The Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting

119 The quorum for the purposes of—

(a) any vote on the removal of a Director in accordance with Article 66,

(b) any vote on the removal of the chairman of the Directors in accordance with Article 90,

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

120 Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question Every Director shall have one vote

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 Directors shall not be invalidated by

a any vacancy among their number, or

b any defect in the election, appointment or nomination of any Director

123 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors

124 Subject to Article 125, the Directors shall ensure that a copy of

a the agenda for every meeting of the Directors,

b the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting,

c the signed minutes of every such meeting, and

d any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available at every Academy to persons wishing to inspect them

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 at, or candidate for admission to, any Academy, and

c any matter which, by reason of its nature, the Directors are satisfied should remain confidential

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

a he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting, and,

b the Directors have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate

PATRONS AND HONORARY OFFICERS

127 The Directors may from time to time, with the consent of the Diocesan Bishop appoint any person whether or not a Member of the Company to be a patron of the Company or to hold any honorary office and may determine for what period he is to hold such office

THE SEAL

128 The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Clerk or by a second Director

ACCOUNTS

129 Accounts shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Company was a non-exempt charity and Parts 15 and 16 of the Companies Act 2006 and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year

ANNUAL REPORT

130 The Directors shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year

ANNUAL RETURN

131 The Directors shall comply with their obligations under Part 24 of the Charities 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 and in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year

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 directors) 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 Company 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 Company by the Member A Member whose registered address is not within the United Kingdom and who gives to the Company 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 Company

134 A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called

135 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent

INDEMNITY

136 Subject to the provisions of the Companies Act 2006 every Director or other officer or auditor of the Company and every member of any Local Governing Body (in so far as necessary) shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

RULES

137 The Directors may from time to time make such rules or bye laws, with the consent of the Diocesan Bishop as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate

a subject to any agreement between the Members, the conduct of Members of the Company in relation to one another, and to the

Company's servants,

b the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,

c the procedure at general meetings and meetings of the Directors and committees of the Directors and meetings of the Local Governing Bodies in so far as such procedure is not regulated by the Articles, and,

d generally, all such matters as are commonly the subject matter of company rules

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