

COMPANY NUMBER 6545396

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
WRITTEN SPECIAL RESOLUTION
OF
SIRIUS ACADEMY ("the Company")

Circulation date 24 / 2 / 15

Pass date 24 / 2 / 15

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we the undersigned eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date hereby pass the following resolutions as written special resolutions and agree that if duly passed they shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company will be amended as follows:

1.1 Delete clauses 5(m) to 5(p) in their entirety and replace with

- (m) to deposit or invest any funds of the Academy Trust not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification),
- (n) to delegate the management of investments to a financial expert, but only on terms that:
 - i. the investment policy is set down in writing for the financial expert by the Trustees,
 - ii every transaction is reported promptly to the Trustees,
 - iii the performance of the investments is reviewed regularly with the Trustees,
 - iv the Trustees are entitled to cancel the delegation arrangement at any



time,

- 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 Trustees on receipt, and
- vii. the financial expert must not do anything outside the powers of the Trustees;

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

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

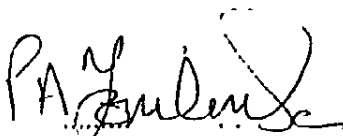
(q) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects

- 1 2 Amend Clause 4(h) by deleting "Pickering Road, Hull, HU4 7AE " and replacing it with "296 Anlaby Road, Park Road South, Hull, HU4 7JB,"

For the avoidance of doubt there are no other changes to the Memorandum of Association and the Memorandum will remain in effect alongside the Articles of Association

- 2 That the regulations contained in the printed document attached to these proposed written resolutions be and the same are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

Signatures of eligible members or persons signing on their behalf

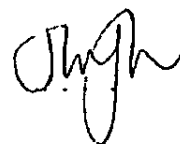


PATRICIA ANN
TOMLINSON

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GRAHAM
TOWNSE:



CARON WRIGHT

Date 24 / 2 / 15

Note

A special resolution will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it. The requisite percentage must be achieved within the period of 28 days beginning on the circulation date specified above.

If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand delivery, post, fax or email.

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

SIRIUS ACADEMY

25 March 2008

THE COMPANIES ACTS 1985 AND 1989
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF SIRIUS ACADEMY

1 The Company's name is Sirius Academy (and in this document it is called "the Trust")

2 The Trust's registered office is to be situated in England and Wales

3 The Trust's objects ("the Objects") are to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing a school offering a broad curriculum with a strong emphasis on, but in no way limited to Science (with a focus on sustainability and the environment) and Sport and Leisure ("the Academy")

4 In furtherance of the Objects but not further or otherwise the Trust 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 Trust,

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

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

(d) subject to clause 5(g) 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 Provided that such staff shall not be directors, save for the head teacher of the Academy and staff or teacher directors elected in accordance with the Academy's Articles of Association,

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

- (f) to co-operate with other charities, other independent and maintained schools, 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 Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust,
- (h) to establish, maintain, carry on, manage and develop the Academy at 296 Anlaby Road, Park Road South, Hull, HU4 7JB,
- (i) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils,
- (j) to provide educational facilities and services to students of all ages and the wider community for the public benefit,
- (k) to carry out research into the development and application of new techniques in education in particular in relation to the Academy's area of curricular specialisation and to its approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in Academies,
- (l) subject to such consents as may be required by law to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Trust may think fit,
- (m) to deposit or invest any funds of the Academy Trust not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification),
- (n) to delegate the management of investments to a financial expert, but only on terms that
 - i the investment policy is set down in writing for the financial expert by the Trustees,
 - ii every transaction is reported promptly to the Trustees,

- iii the performance of the investments is reviewed regularly with the Trustees,
- iv the Trustees are entitled to cancel the delegation arrangement at any time,
- 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 Trustees on receipt, and
- vii the financial expert must not do anything outside the powers of the Trustees,

(o) to establish subsidiary companies

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

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

(r)

5 (1) The income and property of the Trust shall be applied solely towards the promotion of the Objects, and none of the income or property of the Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Trust. This does not prevent a member who is not also a Director receiving reasonable and proper remuneration for any goods or services supplied to the Trust

(2) (a) A Director may at the discretion of the Board of directors be reimbursed from the property of the Trust for reasonable expenses properly incurred by him or her when acting on behalf of the Trust, but excluding expenses in connection with foreign travel

(b) A Director may benefit from any indemnity insurance purchased at the

Trust's expense 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 Trust. Provided that any such insurance shall not extend to 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 provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against directors in their capacity as directors of the Trust

(3) No Director may

- (a) buy any goods or services from the Trust,
- (b) sell goods, services, or any interest in land to the Trust,
- (c) be employed by, or receive any remuneration from the Trust,
- (d) receive any other financial benefit from the Trust,

unless

- (i) the payment is permitted by sub-clause (4) of this clause and the Directors follow the procedure and observe the conditions set out in sub-clause (5) of this clause, or
- (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes

(4) (a) A Director may receive a benefit from the Trust in the capacity of a beneficiary of the Trust

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

(c) A Director may receive interest on money lent to the Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors

(d) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company

(e) A Director may receive rent for premises let by the Director to the Trust if the amount of the rent and the other terms of the lease are reasonable and proper

(5) (a) The Trust and its Directors may only rely upon the authority provided by sub-clause 5(4) if each of the following conditions is satisfied

(i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances

(ii) The Director is absent from the part of any meeting at which there is discussion of

his or her employment or remuneration, or any matter concerning the contract, or

his or her performance in the employment, or his or her performance of the contract, or

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 sub-clause 5(4), or

any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5(4)

(iii) 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

(iv) The other Directors are satisfied that it is in the interests of the Trust 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 that disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest)

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

(vi) A majority of the Directors then in office have received no such

payments

(b) 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, or
- (v) 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

(6) In sub-clauses (2)-(5) of this clause 5

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

6 The liability of the members of the Trust is limited

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

8 If the Trust is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property it shall not be paid to or distributed among the members of the Trust, 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 Trust by clause 4 above,

chosen by the members of the Trust at or before the time of dissolution and if that cannot be done then to some other charitable object

- 9 No alteration or addition shall be made to or in the provisions of the Memorandum or Articles of Association which would have the effect (a) that the Trust would cease to be a company to which section 30 of the Companies Act 1985 applies, or (b) that the Trust would cease to be a charity

THE COMPANIES ACTS 1985 TO 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
SIRIUS ACADEMY
25 March 2008

As amended by a Special Written Resolutions of the Members dated

- 1 3 August 2009
- 2 24 February 2015

THE COMPANIES ACTS 1985 TO 2006
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF SIRIUS ACADEMY

INTERPRETATION

1 In these Articles -

"the Act"	means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force,
"the Academy"	means Sirius Academy as referred to in clause 3 of the memorandum and established by the Trust,
"the Trust"	means the company intended to be regulated by these articles,
"the articles"	means these articles of association of the Trust,
"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 of which it is given or on which it is to take effect,
"clerk"	means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary, the secretary shall be known as the 'clerk' under article 66,
"executed"	Includes any mode of execution,
"Hull College"	means Hull College established at Queen's Gardens, Hull, HU1 3DG,
"the memorandum"	Means the Memorandum of Association of the Trust,
"the directors"	Means the directors of the Trust (and "director" has a corresponding meaning),
"appointed director"	Means a Hull College, LA, co-opted or additional governor appointed under these Articles,
"elected director"	means a parent director elected under these articles,
"the board of directors"	means the governors,
"head teacher"	Means the head teacher of the Academy,
"the LA"	Means City of Kingston upon Hull Local Education Authority,
"the local authority"	Means any person associated with any local authority within the meaning

associated persons"	given in Section 69 of the Local Government and Housing Act 1989,
"member"	means a member of the Trust and someone who as such is bound by the undertaking contained in Clause 7 of the Memorandum,
"the seal"	Means the common seal of the Trust if it has one,
"Secretary of State"	Means the Secretary of State for Education,
"teacher"	means a teacher employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher,
"the United Kingdom"	Means Great Britain and Northern Ireland,

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

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act

OBJECTS

- 2 The Trust is established for the objects expressed in the memorandum

MEMBERS

- 3 The members of the Trust shall comprise
 - (a) 1 person appointed by the Secretary of State in the event that the Secretary of State appoints a person for this purpose,
 - (b) the chair of the Board of Directors
 - (c) any person appointed under article 6,
- 4 Each of the persons entitled to appoint members in article 3 shall have the right from time to time by written notice delivered to the Trust's registered office to remove any member appointed by them and to appoint a replacement member to fill a vacancy whether resulting from such removal or otherwise
- 5 If any of the persons entitled to appoint members in Article 3
 - a) in the case of an individual, die or become legally incapacitated,
 - b) in the case of a corporate entity, cease to exist and are not replaced by a successor institution,

- c) becomes insolvent or makes any arrangement or composition with their creditors generally, or
- d) ceases to themselves be a member,
- e)

their right to appoint members under these Articles shall vest in the remaining members

5A Membership will terminate automatically if

- a) a member (which is a corporate entity) ceases to exist and is not replaced by a successor institution,
- b) a member (which is an individual) dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, or

a member becomes insolvent or makes any arrangement or composition with that Member's creditors generally

- 6 The members may agree unanimously in writing to appoint such additional members as they think fit and may unanimously in writing agree to remove any such additional members
- 7 Every person nominated to be a member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member
- 8 The other members may in their absolute discretion permit any member to resign provided that after such resignation the number of members is not less than 3 A member shall cease to be one immediately on the receipt by the Trust of a notice in writing signed by the person or persons entitled to remove him under articles 4 or 6 provided that no such notice shall take effect when the number of members is less than three unless it contains or is accompanied by the appointment of a replacement member

GENERAL MEETINGS

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

Extraordinary General Meetings

- 10 The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Trust may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 11 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution appointing a person as a Director shall be called by at least fourteen clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed.

(a) in the case of an Annual General Meeting, by all the members entitled to attend and vote, and

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

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all the members, to the Directors and auditors.

- 12 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 13 No business shall be transacted at any meeting unless a quorum is present. A member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
- 14 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
- 15 The chairman, if any, of the Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act the Directors present

shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be the chairman

- 16 If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman
- 17 A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
- 18 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice
- 19 A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -
 - (a) by the chairman, or
 - (b) by at least two members having the right to vote at the meeting, or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- 20 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution
- 21 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made
- 22 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 23 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have
- 24 A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent

continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 25 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 26 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

- 27 Subject to article 23, 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.
- 28 Not used.
- 29 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Trust have been paid.
- 30 No objections shall be raised to the qualification of any voter 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.
- 31 An instrument appointing a proxy shall be in writing, executed 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 trust, hereby appoint _____ of _____, or failing him, _____ of _____ as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust to be held on _____ 200[], and at any adjournment thereof.

Signed on _____ 200[]"

- 32 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 trust, hereby appoint _____ of _____, or failing him _____ of _____, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the

Trust, to be held on 200[], 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 200[]"

- 33 The instrument appointing a proxy and any authority under which it is executed 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 Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll,
 - (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
- 34 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 Trust at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote 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
- 35 Any organisation which is a member of the Trust may by resolution of its board of Directors or other Board of Directors authorise such person as it thinks fit to act as its representative at any meeting of the Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Trust

DIRECTORS

- 36 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 37 Subject to article 39 the Trust shall have the following Directors
- (a) 1 Hull College Director,
 - (b) 1 LA Director
 - (c) 1 parent Director appointed under articles 43-46(a)
 - (d) 1 head teacher Director
- The Trust may also have the following Directors
- (e) any co-opted Director appointed under article 47, and
 - (f) any additional Director appointed under article 50
- 38 The first Directors were those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006
- 39 Future Directors shall be appointed or elected, as the case may be, under these Articles

APPOINTMENT AND ELECTION OF DIRECTORS

- 40 Hull College may appoint the Hull College Director
- 41 The LA may appoint the LA Director
- 42 The head teacher shall be a member of the Board of Directors who shall be treated for all purposes as being an ex officio Director
- 43 The elected parent Director(s) shall be elected by parents of registered pupils at the Academy A parent Director must be such a parent at the time when he is elected The number of parent Directors required shall be made up by parent Directors appointed by the Board of Directors if the number of parents standing for election is less than the number of vacancies
- 44 The Board of Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of parent Directors, including any question of whether a person is a parent of a registered pupil at the Academy Any election of parent Directors which is contested shall be held by secret ballot
- 45 The arrangements made for the election of a parent Director shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Trust by a registered pupil at the Academy
- 46 Where a vacancy for a parent Director is required to be filled by election, the Board

of Directors shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so

- 46(a) In appointing a parent Director the Board of Directors shall appoint a person who is the parent of a registered pupil at the Academy, or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age

CO-OPTED DIRECTORS

47 The Board of Directors may appoint up to 2 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 Trustees may not co-opt an employee of the Trust as a Co-opted Director if thereby the number of Directors who are employees of the Trust would exceed one third of the total number of Trustees including the head teacher to the extent he or she is a Director

APPOINTMENT OF ADDITIONAL DIRECTORS

- 48 The Secretary of State may give a warning notice to the Board of Directors where—

- (a) he is satisfied—

that the standards of performance of pupils at the Academy are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article 50, or

that there has been a serious breakdown in the way the Academy is managed or governed which is prejudicing, or likely to prejudice, such standards of performance, or

that the safety of pupils or staff of the Academy is threatened (whether by a breakdown of discipline or otherwise), and

- (b) the Secretary of State has previously informed the Board of Directors of the matters on which that conclusion is based, and
(c) those matters have not been remedied to the Secretary of State's satisfaction within a reasonable period

- 49 For the purposes of article 48 a 'warning notice' is a notice in writing by the Secretary of State setting out—

- (a) the matters referred to in Article 48(a),
(b) the action which he requires the Board of Directors to take in order to remedy those matters, and
(c) the period within which that action is to be taken by the Board of Directors ('the compliance period')

- 50 The Secretary of State may appoint additional Directors as he thinks fit if the Secretary of State has
- (a) given the Board of Directors a warning notice in accordance with article 48, and
 - (b) the Board of Directors has failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period, and
 - (c) the Secretary of State has given reasonable notice in writing to the Board of Directors that he proposes to exercise his powers under this article

TERM OF OFFICE

- 51 The term of office for any Director shall be 4 years, save that this time limit shall not apply to the head teacher who shall remain in office for as long as he or she is the head teacher. Subject to remaining eligible to be a particular type of Director any Director may be re-appointed or re-elected

RESIGNATION AND REMOVAL

- 52 A Director shall cease to hold office if he resigns his office by notice to the Trust (but only if at least three Directors will remain in office when the notice of resignation is to take effect)
- 53 A Director shall cease to hold office if he is removed by the person or persons who appointed him. This article does not apply in respect of any elected Director, or a parent Director who has been appointed rather than elected
- 54 Where a Director resigns his office or is removed from office, the Director or, where he is removed from office, those removing him, shall give written notice thereof to the clerk

DISQUALIFICATION OF DIRECTORS

- 55 No person shall be qualified to be a Director unless he is aged 18 or over at the date of his election or appointment. No pupil of the Academy shall be a Director
- 56 A Director shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs
- 57 A Director shall cease to hold office if he is absent without the permission of the Board of Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated
- 58 A person shall be disqualified from holding or continuing to hold office as a Director if—
- (a) his estate has been sequestered and the sequestration has not been discharged, annulled or reduced, or

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

- 59 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)
- 60 A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)
- 61 Not used
- 62 Not used
- 63 A person shall be disqualified from holding or continuing to hold office as a Director if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002
- 64 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
- 64 (a) A person shall be disqualified from holding or continuing to hold office as a Director at any time when he refuses a request by the Clerk to the Board of Directors, following a referral from either the Chair of Directors or the Head Teacher, to make an application under section 113 of the Police Act 1997, as amended for a criminal records certificate That application will be at an enhanced disclosure level A referral by the Chair of Directors or the Head Teacher shall be made where the person is in their opinion giving cause for concern or where his duties involve regularly caring for, training, supervising, or being in sole charge of persons under 18 In the event that the certificate discloses any information which would in the opinion of either the Chair of Directors or the Head Teacher 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
- 65 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
- 66 Articles 55 to 65 also apply to any member of any committee of the Directors who is not a Director

CLERK TO THE BOARD OF DIRECTORS

- 67 Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be appointed by them. The secretary shall be known as "the clerk". The clerk shall not be a Director or the head teacher. Notwithstanding this article, the Board of Directors may, where the clerk fails to attend a meeting of theirs, appoint any one of their number to act as clerk for the purposes of that meeting.

CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD OF DIRECTORS

- 68 The Directors shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number. A Director who is employed to work at the Academy shall not be eligible for election as chairman or vice-chairman.
- 69 Subject to article 70, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with that article.
- 70 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 Director,
 - (b) he is employed to work at the Academy,
 - (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.
- 71 Where by reason of any of the matters referred to in article 69, 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.
- 72 Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chairman for the purposes of the meeting.
- 73 Where in the circumstances referred to in article 71 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Directors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Director elected shall not be a person who is employed to work at the Academy.
- 74 The clerk shall act as chairman during that part of any meeting at which the chairman is elected, but for these purposes article 23 shall not apply.
- 75 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.

- 76 The Directors may remove the chairman or vice-chairman from office in accordance with this article
- (a) a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Board of Directors shall not have effect unless—
- it is confirmed by a resolution passed at a second meeting of the Board of Directors held not less than fourteen days after the first meeting, and
- the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings
- (b) Before the Board of 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

- 77 Subject to provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Trust shall be managed by the Directors who may exercise all the powers of the Trust. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors
- 78 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
- to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects,
- to enter into contracts on behalf of the Trust
- 79 In the exercise of their powers and functions the Directors may consider any advice given by the head teacher and any other executive officer
- 80 Any bank account in which any money of the Trust is deposited shall be operated by the Directors in the name of the Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Directors

DIRECTORS' EXPENSES

- 81 Except to the extent permitted by clause 5 of the memorandum and subject to articles 104 to 106, no Director shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a Director in any contract to which the Trust is a party

THE MINUTES

- 82 The minutes of the proceedings of a meeting of the Board of 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 Board of Directors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of
- (a) all appointments of officers made by the Directors, and
 - (b) all proceedings at meetings of the Trust and of the Directors and of committees of Directors including the names of the Directors present at each such meeting

DELEGATION

- 83 The Directors may delegate to any Director committee, the Headteacher or other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Directors may impose and may be revoked or altered
- 83 Where any power or function of the Directors has been exercised by any committee, any Director the headteacher 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
- 84 The Directors may establish any committee to exercise, subject to these articles, powers and functions of the Directors. The constitution, membership and proceedings of any committee of the Directors shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that a majority of members of any such committee shall be Directors. The Directors may determine that some or all of the members of a committee who are not Directors shall be entitled to vote in any proceedings of the committee. 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

HEAD TEACHER

- 85 The Directors shall appoint the head teacher of the Academy. The Directors may delegate such powers and functions as they consider are required by the head teacher for the internal organisation, management and control of the Academy, including the implementation of all policies approved of by the Directors and for the

direction of the teaching and curriculum at the Academy

MEETINGS OF THE BOARD OF DIRECTORS

- 86 Subject to these articles, the Directors may regulate their proceedings as they think fit
- 87 The Board of Directors shall hold at least one meeting in every school term. Meetings of the Board of 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 Board of Directors, or
 - (b) given by the chairman of the Board of Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Board of Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a)
- 88 Any three Directors may, by notice in writing given to the clerk, requisition a meeting of the Board of Directors, and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable
- 89 Each Director shall be given at least seven clear days before the date of a meeting –
- 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
 - 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 therefore are given within such shorter period as he directs
- 90 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 therefore
- 91 A resolution to rescind or vary a resolution carried at a previous meeting of the Board of Directors shall not be proposed at a meeting of the Board of 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
- 92 A meeting of the Board of Directors shall be terminated forthwith if—
- (a) the Board of Directors so resolve, or
 - (b) the number of Directors present ceases to constitute a quorum for a meeting of the Board of Directors in accordance with article 95, subject to article 97
- 93 Where in accordance with article 92 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

- 94 Where the Board of Directors resolve in accordance with article 21 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Board of 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
- 95 Subject to article 97 the quorum for a meeting of the Board of 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)
- 96 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
- 97 The quorum for the purposes of—
- (a) appointing a parent Director under articles 43 – 46(a),
 - (b) any vote on the removal of a member of the Board of Directors in accordance with article 53,
 - (c) any vote on the removal of the chairman of the Board of Directors in accordance with articles 53 and 69
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors entitled to vote on those respective matters
- 98 Subject to these articles, every question to be decided at a meeting of the Board of Directors shall be determined by a majority of the votes of the members present and voting on the question
- 99 Subject to articles 95 to 97, where there is an equal division of votes the chairman or, as the case may be, the person who is acting as chairman for the purposes of the meeting, shall have a second or casting vote
- 100 The proceedings of the Board of 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
- 101 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

102 Subject to article 103, the Board of Directors shall ensure that a copy of—

- (a) the agenda for every meeting of the Board of 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 the Academy to persons wishing to inspect them

103 There may be excluded from any item required to be made available in pursuance of article 102, any material relating to—

- (a) a named teacher or other person employed, or proposed to be employed, at the Academy,
- (b) a named pupil at, or candidate for admission to, the Academy, and
- (c) any matter which, by reason of its nature, the Board of Directors are satisfied should remain confidential

104 Any Director shall be able to participate in meetings of the Board of Directors by telephone provided that

- (a) he has given notice of his intention to do so detailing the telephone number on which he can be reached at the time of the meeting at least 48 hours before the meeting, and
- (b) the Trustees 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

105 Any Director who has any duty or pecuniary interest (direct or indirect) which conflicts or may conflict with his duties as a Director shall disclose that fact to the Board of Directors as soon as he becomes aware of it, and shall absent himself from any discussion of that interest by the Board of Directors

106 Without limitation to the generality of article 105, a Director shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Academy if

- (a) he is a director or a member holding more than 1/100th of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration, or

- b) he is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration or
- c) he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration

107 For the purposes of articles 105 and 106, an interest of a person who is, within the meaning of section 346 of the Act, connected with a Director shall be treated as an interest of the Director. This shall include

- (a) that Director's spouse, child or stepchild, or
- (b) a body corporate with which the Director is associated (i.e. if that Director and persons connected with him together are interested in shares comprising at least one fifth of the share capital of the company or are entitled to exercise more than one fifth of the voting power at any general meeting of that company), or
- (c) a person acting in his capacity as trustee of any trust the beneficiaries of which include
 - the Director, his spouse or any children or stepchildren of his, or
 - a body corporate with which he is associated, or
- (d) a person acting in his capacity as a partner of that Director or of any person who, by virtue of paragraphs (a), (b) or (c) above, is connected with that Director

PATRONS AND HONORARY OFFICERS

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

THE SEAL

109 The seal 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

110 Accounts shall be prepared in accordance with the relevant statement of recommended practice published by the Charity Commission from time to time (the "Statement of Recommended Practice") as if the Academy Trust 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

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

ANNUAL RETURN

The Trustees shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year

- NOTICES
- 111 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing
- 112 A notice may be given by the Trust to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Trust an address, within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Trust
- 113 A member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called
- 114 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

INDEMNITY

- 115 Subject to the provisions of the Act every Director or other officer or Director or auditor of the Trust shall be indemnified out of the assets of the Trust 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 Trust

RULES

- 116 The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the

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

- (a) the admission and classification of members of the Trust (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
- (b) the conduct of members of the Trust in relation to one another, and to the Trust's servants,
- (c) the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes,
- (d) the procedure at general meetings and meetings of the Directors and committees of the Directors and meetings of the Board of Directors in so far as such procedure is not regulated by the articles,
- (e) generally, all such matters as are commonly the subject matter of company rules

- 117 The Trust 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 Trust all such rules or bye laws, which shall be binding on all members of the Trust. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles

AVOIDING INFLUENCED COMPANY STATUS

- 120 Notwithstanding the number of members from time to time, the maximum aggregate number of votes exercisable by local authority associated persons shall never exceed 19.9% of the total number of votes exercisable by members in general meeting and the votes of the other members having a right to vote at the meeting will be increased on a pro-rata basis
- 121 No person who is a local authority associated person may be appointed as a Director if, once the appointment had taken effect, the number of Directors who are local authority associated persons would represent 20% or more of the total number of Directors. Upon any resolution put to the Directors, the maximum aggregate number of votes exercisable by any Directors who are local authority associated persons shall represent a maximum of 19.9% of the total number of votes cast by the Directors on such a resolution and the votes of the other Directors having a right to vote at the meeting will be increased on a pro-rata basis
- 122 No person who is a local authority associated person is eligible to be appointed to the office of Director unless his appointment to such office is authorised by the local authority to which he is associated
- 123 If at the time of either his becoming a member of the Academy Trust or his first

appointment to office as a Director any member or Director was not a local authority associated person but later becomes so during his membership or tenure as a Director he shall be deemed to have immediately resigned his membership and/or resigned from his office as a Director as the case may be

- 124 If at any time the number of Directors or members who are also local authority associated persons would (but for Articles 120 to 123 inclusive) represent 20% or more of the total number of Directors or members (as the case may be) then a sufficient number of the Directors or members (as the case may be) who are local authority associated persons shall be deemed to have resigned as Directors or members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Directors or members (as the case may be) is never equal to or greater than 20% of the total number of Directors or members (as the case may be) Directors or members (as the case may be) who are local authority associated persons shall be deemed to have resigned in order of their appointment date the most recently appointed resigning first
- 125 The Members will each notify the Academy Trust and each other if at any time they believe that the Academy Trust or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act) 1989