

THE COMPANIES ACTS 1985 AND 2006

|

A COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE AYLESBURY VALE ACADEMY

ACADEMY TRUST NUMBER: 6745367

As amended by Special Resolution dated 14 March 2018

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INTERPRETATION

1. In these Articles:-
  - a. "the Academy" means the school referred to in clause 3 of the Memorandum and established by the Academy Trust;
  - b. "the Academy Trust" means the company intended to be regulated by these Articles;
  - c. "Additional Governors" means the Governors appointed pursuant to Article 53;
  - d. "the Articles" means these Articles of Association of the Academy Trust;
  - e. "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;
  - f. "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
  - g. "Funding Agreement" means the agreement made under section 482 of the Education Act 1996 between the Academy Trust and the Secretary of State to establish the Academy;

- h. "Further Governors" means the Governors appointed pursuant to Article 54;
- i. "the Governors" means the directors of the Academy Trust (and "Governor" means any one of those directors);
- j. "the LA" means the local authority covering the area in which the Academy is situated;
- k. "Local Authority Associated Persons" means any person associated with any local authority within the meaning given in section 69 of the Local Government and Housing Act 1989;
- l. "Member" means a member of the Academy Trust and someone who as such is bound by the undertaking contained in clause 7 of the Memorandum;
- m. "the Memorandum" means the Memorandum of Association of the Academy Trust;
- n. "Office" means the registered office of the Academy Trust;
- o. "Principal Sponsor" means The Oxford Diocesan Board of Education, a subscriber to the Memorandum and Articles;
- p. "Principal" means the head teacher of the Academy;
- q. "the seal" means the common seal of the Academy Trust if it has one;
- r. "Secretary" means the secretary of the Academy Trust or any other person appointed to perform the duties of the secretary of the Academy Trust, including a joint, assistant or deputy secretary;
- s. "Secretary of State" means the Secretary of State for Children, Schools and Families or successor;
- t. "Sponsor Governors" means the Governors appointed in accordance with Articles 39 or 41 and "Sponsor Governor" shall mean any one of these Governors;

- u. “teacher” means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at the Academy;
- v. “the United Kingdom” means Great Britain and Northern Ireland;
- w. words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;
- x. 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 1985 or the Companies Act 2006, as appropriate;
- y. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supercedes such statute or statutory provision including any modification or amendment thereto.

## OBJECTS

- 2. The Academy Trust is established for the Objects expressed in the Memorandum.

## MEMBERS

- 3. The Members of the Academy Trust shall comprise:
  - a. The Principal Sponsor;
  - b. up to four persons appointed by the Principal Sponsor;
  - c. Not used
  - d. 1 person appointed by the Secretary of State, in the event that the Secretary of State appoints a person for this purpose;
  - e. the chairman of the Governors; and

- f. any person appointed under Article 7;
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 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; or
    - c) becomes insolvent or makes any arrangement or composition with their creditors generally

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

6. 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 disorders, illness or injury of managing and administering his or her own affairs; or
  - c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.
7. 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.
8. Every person nominated to be a Member of the Academy Trust shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.

9. 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 three. A Member shall cease to be one immediately on the receipt by the Academy Trust of a notice in writing signed by the person or persons entitled to remove him under Articles 4 or 7 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

10. The Academy 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 Academy Trust and that of the next. Provided that so long as the Academy Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Governors shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The Governors may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. If there are not within the United Kingdom sufficient Governors to call a general meeting, any Governor or any Member of the Academy Trust may call a general meeting.

#### NOTICE OF GENERAL MEETINGS

12. 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, being a majority together holding not less than 90

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 also state that the Member is entitled to appoint a proxy.

The notice shall be given to all the Members, to the Governors and auditors.

13. 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.

14. 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.
15. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Governors may determine.
16. The chairman, if any, of the Governors or in his absence some other Governor nominated by the Governors shall preside as chairman of the meeting, but if neither the chairman nor such other Governor (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Governors

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

17. If no Governor is willing to act as chairman, or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
18. A Governor shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
19. 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 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.
20. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded:-
  - (a) by the chairman; or
  - (b) by at least two Members having the right to vote at the meeting.
  - (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.
21. 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.

22. 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.
23. 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.
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 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 and may consist of several instruments in the like form each agreed by one or more Members.

#### VOTES OF MEMBERS

27. 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. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Academy Trust have been paid.
29. 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.
30. 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 Governors may approve) -.

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

Signed on ..... 20[ ]”

31. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall

be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Governors may approve)-

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

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

Resolution No. 1 \*for \* against

Resolution No. 2 \*for \* against.

- Strike out whichever is not desired.

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

Signed on .... 20[ ]”

32. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Governors may -

(a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Academy Trust in relation to the meeting not less than 48 hours (excluding weekends and bank holidays) 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 Secretary or to any Governor;

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

- 33. 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 Academy Trust at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote 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.
- 34. Any organisation which is a Member of the Academy Trust may by resolution of its board of Governors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Academy Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Academy Trust.

## GOVERNORS

- 35. The number of Governors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

36. Subject to Articles 38-39 and 54, the Academy Trust shall have the following Governors:
  - a. up to nine (9) Sponsor Governors, appointed under Article 40
  - b. up to two (2) LA governors if appointed under Article 41;
  - c. one (1) parent governor appointed under Articles 43-48;
  - d. one (1) staff governor appointed under Article 42
  - e. the Principal;
  - f. any Additional Governors, if appointed under Article 52; and
  - g. any Further Governors, if appointed under Article 53.
37. The Academy Trust may also have any co-opted Governor appointed under Article 49.
38. The first Governors shall be those persons named in the statement delivered pursuant to section 10(2) of the Companies Act 1985, who shall be deemed to be Sponsor Governors.
39. Future Governors shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Governor to be appointed or elected due to the fact that an Academy has not yet been established or the Principal has not been appointed, then the relevant Article or part thereof shall not apply.

#### APPOINTMENT OF GOVERNORS

40. The Principal Sponsor shall appoint the Sponsor Governors.
41. The LA may appoint the LA governors.
42. The Principal shall be treated for all purposes as being an ex officio

Governor; and the staff Governor shall be elected by a secret ballot of all staff as defined by these articles (excluding the Principal). All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Governors. If a staff Governor ceases to be employed at the Academy then he shall be deemed to have resigned and shall cease to be a Governor on termination of his employment at the Academy.

43. Subject to Article 49, the Parent Governors shall be elected by parents of registered pupils at the Academy; a Parent Governor must be a parent of a pupil at the Academy at the time when he is elected.
44. The Governing body shall make all necessary arrangements for, and determine all other matters relating to, an election of Parent Governors, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of Parent Governors which is contested shall be held by secret ballot.
45. The arrangements made for the election of a Parent Governor shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy Trust by a registered pupil at the Academy.
46. Where a vacancy for a Parent Governor is required to be filled by election, the Governing Body shall take such steps as are reasonably practical to secure that 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.

47. The Parent Governor shall be appointed by the Governing Body if the no parent has been nominated for election
48. In appointing a Parent Governor the Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

#### CO-OPTED GOVERNORS

49. The Governors may appoint and at any time may remove up to four (4) co-opted Governors, with voting rights, and in each case to serve for a period of four years (but shall be eligible for re-appointment). A 'co-opted Governor' means a person who is appointed to be a Governor by being co-opted by Governors who have not themselves been so appointed.

#### APPOINTMENT OF ADDITIONAL GOVERNORS

50. The Secretary of State may give a warning notice to the Governors where—
  - (a) he is satisfied—
    - i) that the standards of performance of pupils at the Academy is unacceptably low and is likely to remain so unless the Secretary of State exercises his powers under Article 52, or
    - ii) 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
    - iii) 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 Governors 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.

51. For the purposes of Article 50 a 'warning notice' is a notice in writing by the Secretary of State to the Academy Trust delivered to the Office setting out—

- a) the matters referred to in Article 50(a);
- b) the action which he requires the Governors to take in order to remedy those matters; and
- c) the period within which that action is to be taken by the Governors ('the compliance period').

52. The Secretary of State may appoint such Additional Governors as he thinks fit if the Secretary of State has:

- a) given the Governors a warning notice in accordance with Article 50; and
- b) the Governors have 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 Governors that he proposes to exercise his powers under this Article.

53. The Secretary of State may also appoint such Further Governors as he thinks fit if a Special Measures Termination Event (as defined in the Funding Agreement) occurs in respect of the Academy.

54. Where the Secretary of State appoints any Further Governors in accordance with Article 53, upon the request of the Secretary of State, any Sponsor Governors holding office immediately preceding

the appointment of such Governors shall resign immediately, in which case the Principal Sponsor's power to appoint Governors under Article 40 shall cease.

#### TERM OF OFFICE

55. Subject to Article 49 the term of office for any Governor shall be 4 years, save that this time limit shall not apply to either the Principal or the Principal Sponsor. Subject to remaining eligible to be a particular type of Governor, any Governor may be re-appointed or re-elected.

#### RESIGNATION AND REMOVAL

56. A Governor shall cease to hold office if he resigns his office by notice to the Academy Trust (but only if at least three Governors will remain in office when the notice of resignation is to take effect).
57. A Governor shall cease to hold office if he is removed by the person or persons who appointed him. This Article does not apply in respect of a Parent Governor.
58. Where a Governor resigns his office or is removed from office, the Governor or, where he is removed from office, those removing him, shall give written notice thereof to the Secretary.

#### DISQUALIFICATION OF GOVERNORS

59. No person shall be qualified to be a Governor unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be a Governor.
60. A Governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
61. A Governor shall cease to hold office if he is absent without the permission of the Governors from all their meetings held within a

period of six months and the Governors resolve that his office be vacated.

62. A person shall be disqualified from holding or continuing to hold office as a Governor 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.
63. A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
64. A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Companies Act 1985 or the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
65. A person shall be disqualified from holding or continuing to hold office as a Governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
66. A person shall be disqualified from holding or from continuing to hold office as a Governor at any time when he is:
  - a) included in the list of teachers and workers with children or

young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999; or

b) disqualified from working with children under sections 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.

67. A person shall be disqualified from holding or continuing to hold office as a Governor if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.

68. A person shall be disqualified from holding or continuing to hold office as a Governor where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 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 72 of the Charities Act 1993.

69. After the Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Governor if he has not provided to the chairman of the Governors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

70. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Governor; and he is, or is proposed, to become such a Governor, he shall upon becoming so disqualified give written notice of that fact to the Secretary.

71. Articles 59 to 70 and Articles 88-89 also apply to any member of any committee of the Governors who is not a Governor.

#### SECRETARY TO THE GOVERNORS

72. The Secretary shall be appointed by the Governors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The Secretary shall not be a Governor or a Principal. Notwithstanding this Article, the Governors may, where the Secretary fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Secretary for the purposes of that meeting.

#### CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNORS

73. The Governors shall every second school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number (but the outgoing officers shall be eligible for reappointment). A Governor who is employed by the Academy Trust shall not be eligible for election as chairman or vice-chairman.
74. Subject to Article 77, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with Articles 73 and 76.
75. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Secretary. The chairman or vice-chairman shall cease to hold office if—
- a) he ceases to be a Governor;
  - b) he is employed by the Academy Trust;
  - c) he is removed from office in accordance with these Articles; or
  - d) in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.

76. Where by reason of any of the matters referred to in Article 75, a vacancy arises in the office of chairman or vice-chairman, the Governors shall (subject to ratification under Article 73) at their next meeting elect one of their number to fill that vacancy.
77. 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.
78. Where in the circumstances referred to in Article 77 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Governors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Governor elected shall not be a person who is employed by the Academy Trust.
79. The Secretary shall act as chairman during that part of any meeting at which the chairman is elected.
80. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
81. The Governors may remove the chairman or vice-chairman from office in accordance with these Articles.
82. A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Governors shall not have effect unless—
  - a) it is confirmed by a resolution passed at a second meeting of the Governors held not less than fourteen days after the first meeting; and
  - b) the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.

83. Before the Governors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Governor or Governors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

#### POWERS OF GOVERNORS

84. Subject to provisions of the Companies Act 1985 and the Companies Act 2006, the Memorandum and the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Governors who may exercise all the powers of the Academy Trust. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Governors by the Articles and a meeting of Governors at which a quorum is present may exercise all the powers exercisable by the Governors.

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

- a) to expend the funds of the Academy Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Academy Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;
- b) to enter into contracts on behalf of the Academy Trust.

86. In the exercise of their powers and functions, the Governors may

consider any advice given by the Principal and any other executive officer.

87. Any bank account in which any money of the Academy Trust is deposited shall be operated by the Governors in the name of the Academy Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Governors.

#### CONFLICTS OF INTEREST

88. Any Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Governor shall disclose that fact to the Governors as soon as he becomes aware of it. A Governor must absent himself from any discussions of the Governors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).
89. For the purpose of Article 88, a Governor has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Governor as permitted by and as defined by clauses **5.5-5.9** of the Memorandum.

#### THE MINUTES

90. The minutes of the proceedings of a meeting of the Governors shall be drawn up and entered into a book kept for the purpose by the person acting as Secretary for the purposes of the meeting; and shall be signed (subject to the approval of the Governors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
  - a) all appointments of officers made by the Governors; and
  - b) all proceedings at meetings of the Academy Trust and of the

Governors and of committees of Governors including the names of the Governors present at each such meeting.

## COMMITTEES

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

## DELEGATION

92. The Governors may delegate to any Governor, committee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Governors may impose, and may be revoked or altered.
93. Where any power or function of the Governors has been delegated under Article 92 or is otherwise exercised by any committee, any Governor, Principal or any other holder of an executive office, that person or committee shall report to the Governors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Governors immediately following the taking of the action or the

making of the decision.

## PRINCIPAL

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

## MEETINGS OF THE GOVERNORS

95. Subject to these Articles, the Governors may regulate their proceedings as they think fit.
96. The Governors shall hold at least three meetings in every school year. Meetings of the Governors shall be convened by the Secretary. In exercising his functions under this Article the Secretary shall comply with any direction—
- a) given by the Governors; or
  - b) given by the chairman of the Governors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Governors, so far as such direction is not inconsistent with any direction given as mentioned in (a).
97. Any three Governors may, by notice in writing given to the Secretary, requisition a meeting of the Governors; and it shall be the duty of the Secretary to convene such a meeting as soon as is reasonably practicable.
98. Each Governor shall be given at least fourteen clear days before the date of a meeting –
- a) notice in writing thereof, signed by the Secretary, and sent to each Governor at the address provided by each Governor from

time to time; and

b) a copy of the agenda for the meeting;

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

99. 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.

100. A resolution to rescind or vary a resolution carried at a previous meeting of the Governors shall not be proposed at a meeting of the Governors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

101. A meeting of the Governors shall be terminated forthwith if—

(a) the Governors so resolve; or

(b) the number of Governors present ceases to constitute a quorum for a meeting of the Governors in accordance with Article 104, subject to Article 106.

102. Where in accordance with Article 101 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 Secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

103. Where the Governors resolve in accordance with Article 101 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governors 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 Secretary to convene a meeting accordingly.
104. Subject to Article 106 the quorum for a meeting of the Governors, and any vote on any matter thereat, shall be any three Governors, or, where greater, any one third (rounded up to a whole number) of the total number of Governors holding office at the date of the meeting.
105. The Governors may act notwithstanding any vacancies in their number, but, if the numbers of Governors is less than the number fixed as the quorum, the continuing Governors may act only for the purpose of filling vacancies or of calling a general meeting.
106. The quorum for the purposes of—
- a. appointing a parent Governor under Article 47;
  - b. any vote on the removal of a Governor in accordance with Article 57;
  - c. any vote on the removal of the chairman of the Governors in accordance with Article 81;
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Governors entitled to vote on those respective matters.
107. Subject to these Articles, every question to be decided at a meeting of the Governors shall be determined by a majority of the votes of the members present and voting on the question. Every Governor shall have one vote.

108. Subject to Article 104-106, 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.

109. The proceedings of the Governors shall not be invalidated by

- a. any vacancy among their number; or
- b. any defect in the election, appointment or nomination of any Governor.

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

111. Subject to Article 112, the Governors shall ensure that a copy of:

- a. the agenda for every meeting of the Governors;
- b. the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
- c. the signed minutes of every such meeting; and
- d. any report, document or other paper considered at any such meeting,

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

112. There may be excluded from any item required to be made available in pursuance of Article 111, any material relating to—

- a. a named teacher or other person employed, or proposed to be employed, at the Academy;

- b. a named pupil at, or candidate for admission to, the Academy;  
and
- c. any matter which, by reason of its nature, the Governors are satisfied should remain confidential.

113. Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that:

- a. he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting;
- b. the Governors have access to the appropriate equipment if after all reasonable effects 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

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

#### THE SEAL

115. The seal, if any, shall only be used by the authority of the Governors or of a committee of Governors authorised by the Governors. The Governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Governor and by the Secretary or by a second Governor.

#### ACCOUNTS

116. Accounts shall be prepared in accordance with the provisions of Part 15 of the Companies Act 2006.

#### ANNUAL REPORT

117. The Governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

#### ANNUAL RETURN

118. The Governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

#### NOTICES

119. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Governors) 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 any number of address used for the purposes of such communications.

120. A notice may be given by the Academy Trust to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Academy Trust by the member. A Member whose registered address is not within the United Kingdom and who gives to the Academy Trust an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices

given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Academy Trust.

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

122. 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

123. Subject to the provisions of the Companies Act 2006 every Governor or other officer or auditor of the Academy Trust shall be indemnified out of the assets of the Academy Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Academy Trust.

#### RULES

124. The Governors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Academy Trust and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing,

they may by such rules or bye laws regulate:

- a. the admission and classification of Members of the Academy 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 Academy Trust in relation to one another, and to the Academy Trust's servants;
- c. the setting aside of the whole or any part or parts of the Academy Trust's premises at any particular time or times or for any particular purpose or purposes;
- d. the procedure at general meetings and meetings of the Governors and committees of the Governors and meetings of the Local Governing Bodies 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.

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

#### AVOIDING INFLUENCED COMPANY STATUS

126. 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.

127 No person who is a Local Authority Associated Person may be appointed as a Governor if, once the appointment had taken effect, the number of Governors who are Local Authority Associated Persons would represent 20% or more of the total number of Governors. Upon any resolution put to the Governors, the maximum aggregate number of votes exercisable by any Governors who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Governors on such a resolution and the votes of the other Governors having a right to vote at the meeting will be increased on a pro-rata basis.

128 No person who is a Local Authority Associated Person is eligible to be appointed to the office of Governor unless his appointment to such office is authorised by the local authority to which he is associated.

129 If at the time of either his becoming a Member of the Academy Trust or his first appointment to office as a Governor any Member or Governor was not a Local Authority Associated Person but later becomes so during his membership or tenure as a Governor he shall be deemed to have immediately resigned his membership and/or resigned from his office as a Governor as the case may be.

130 If at any time the number of Governors or Members who are also Local Authority Associated Persons would (but for Articles 126 to 129 inclusive) represent 20% or more of the total number of Governors or Members (as the case may be) then a sufficient number of the Governors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Governors or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Governors or Members (as the case may be) is never equal to or greater than 20% of the total number of

Governors or Members (as the case may be). Governors 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.

131. 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).