

THE COMPANIES ACTS 1985 - 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

HAREFIELD ACADEMY TRUST

COMPANY NUMBER 5051218

**SK** STONE KING

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GRD/112032/0001  
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OF  
HAREFIELD ACADEMY TRUST

**INTERPRETATION**

1 In these Articles -

1 1

- a "the Academy" means Harefield Academy, the school referred to in Article 4 1 operated by the Academy Trust,
- b "Academy Financial Year" means the academic year from 1<sup>st</sup> of September to 31<sup>st</sup> of August of the following year,
- c "the Academy Trust" means the company intended to be regulated by these Articles and referred to in Article 2,
- 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 "Clerk" means the clerk to the Trustees or any other person appointed to perform the duties of the clerk to the Trustees, including a joint, assistant or deputy clerk,
- g "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,
- h "Funding Agreement" means the agreement entered into by the Academy Trust and the Secretary of State for Education and Skills dated 15<sup>th</sup> March 2004 as amended, or replaced from time to time,
- i "Local Authority Associated Person" means any person associated (within the meaning given in section 69(5) of the Local Government and Housing Act 1989) with any local authority by which the Academy Trust is influenced,
- j "Local Governing Body" means the committee appointed pursuant to Articles 88-91,
- k "Member" means a member of the Academy Trust who as such is bound by the undertaking contained in Article 8,

- l "the Memorandum" means the Memorandum of Association of the Academy Trust,
- m "Office" means the registered office of the Academy Trust,
- n "Parent Local Governor" means the parent member of a Local Governing Body elected or appointed in accordance with Articles 48-51,
- o "Parent Trustees" means the Trustees elected or appointed pursuant to Articles 47-51 inclusive,
- p "Principal" means the head teacher of the Academy,
- q "Principal Regulator" means the body or person appointed as the Principal Regulator under the Charities Act 2011,
- r "Principal Sponsors" means David Robert Meller, Haig Bertrand Oundjian, Jonathan Green and Michael Sidney Sherwood and their respective Successors,
- s "the seal" means the common seal of the Academy Trust if it has one,
- t "Secretary of State" means the Secretary of State for Education or successor,
- u "Special Educational Needs" has the meaning set out in sections 20(1) and 21(2) of the Children and Families Act 2014,
- v "Successors" means in relation to David Meller and Michael Sherwood their respective spouses and in relation to Haig Oundjian his daughter Victoria Anne Oundjian and in relation to Jonathan Green and to each of the other Principal Sponsors and/or their respective Successors such person approved by the other Principal Sponsors or their Successors as they or his personal representatives may by notice in writing to the other Principal Sponsors delivered to the Office nominate,
- w "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,
- x "the Trustees" means the directors of the Academy Trust (and "Trustee" means any one of those directors),
- y "the United Kingdom" means Great Britain and Northern Ireland,

1 2 words importing the masculine gender only shall include the feminine gender Words importing the singular number shall include the plural number, and vice versa,

1 3 subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate,

1 4 any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto

2 The company's name is **Harefield Academy Trust**

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

## **OBJECTS**

4 The Academy Trust's objects ("**the Objects**") are specifically restricted to the following

4 1 to advance the education of the public 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 not limited to, sports, sport sciences and health, and

4 2 to provide facilities for recreational and other leisure time occupation for the community at large in the interests of social welfare and with the object of improving the conditions of life of the said community

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

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

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

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

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

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

g to pay out of funds of the Academy Trust the costs, charges and expenses of and incidental to the formation and registration of the Academy Trust,

h to establish, maintain, carry on, manage and develop the Academy at Harefield in the London Borough of Hillingdon,



- 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, educational institutions and the voluntary sector to the education of pupils and students in academies,
- l subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Academy Trust, to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Academy Trust may think fit,
- m to deposit or invest any funds of the Academy Trust not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification),
- n to delegate the management of investments to a financial expert, but only on terms that
  - i the investment policy is set down in writing for the financial expert by the Trustees,
  - ii every transaction is reported promptly to the Trustees,
  - iii the performance of the investments is reviewed regularly with the Trustees,
  - iv the Trustees are entitled to cancel the delegation arrangement at any time,
  - 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 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,
- p to provide indemnity arrangements to Trustees in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly,



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

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

6.2 None of the income or property of the Academy Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Academy Trust and no Trustee shall be appointed to any office of the Academy Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Academy Trust. Provided that nothing in this document shall prevent the payment in good faith by the Academy Trust

- (i) of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Academy Trust to act in a professional capacity on its behalf. Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion,
- (ii) of reasonable and proper remuneration for any services rendered to the Academy Trust by any member, officer or servant of the Trust who is not a Trustee,
- (iii) of interest on money lent by any member of the Academy Trust or Trustee at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Trustees,
- (iv) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company,
- (v) of reasonable and proper rent (as determined by an independent valuer appointed by the Academy Trust) for premises demised or let by any member of the Academy Trust or a Trustee,
- (vi) to any Trustee of reasonable out-of-pocket expenses,
- (vii) of reasonable and proper remuneration to any Trustee of the Academy Trust who is employed by the Academy Trust at the Academy. Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment, remuneration or terms or conditions specific to him or her at the Academy are under discussion,
- (viii) of any premium in respect of any indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any



negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the company Provided that any such insurance shall not extend to any claim arising from any act or omission which Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against Trustees in their capacity as directors of the Academy Trust

7 The liability of the Members of the Academy Trust is limited

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

9 If the Academy Trust is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996 as amended by the Education Act 2002) have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Academy 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 Academy Trust by Article 5 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

10 No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Academy Trust would cease to be a company to which section 60 of the Companies Act 2006 applies, (b) which is inconsistent with the provisions of section 64 of the Charities Act 1993, or (c) that the Academy Trust would cease to be a charity

## **MEMBERS**

11 The Members of the Academy Trust shall comprise each of the Principal Sponsors or their respective Successors provided that at no time shall the minimum number of Members be less than three

12 An employee of the Academy Trust cannot be a Member of the Academy Trust

13 Membership will terminate automatically if

- a a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution,
- b a Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering his or her own affairs, or
- c a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally

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

15 Every person nominated to be a Member of the Academy Trust shall sign a written consent to become a Member and sign the register of Members on becoming a Member

16 Any Member may resign provided that after such resignation the number of Members is not less than three

#### **GENERAL MEETINGS**

17 The Trustees 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 Trustees to call a General Meeting, any Trustee or any Member of the Academy Trust may call a General Meeting

#### **NOTICE OF GENERAL MEETINGS**

18 General meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting

19 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. 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 Trustees and auditors

20 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**

21 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

22 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine

23 The Members present and entitled to vote at the meeting shall elect by ordinary resolution one of their number to be the chairman and such election shall be binding on all Members and Charity Trustees present at the meeting

24 A Trustee shall, notwithstanding that he is not a Member, be entitled to attend and speak at any General Meeting

25 The chairman may, with the consent of a majority of the Members at a meeting at which a quorum

is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

26 A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded

- a by the chairman, or
- b by at least two Members having the right to vote at the meeting, or
- 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

27 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.

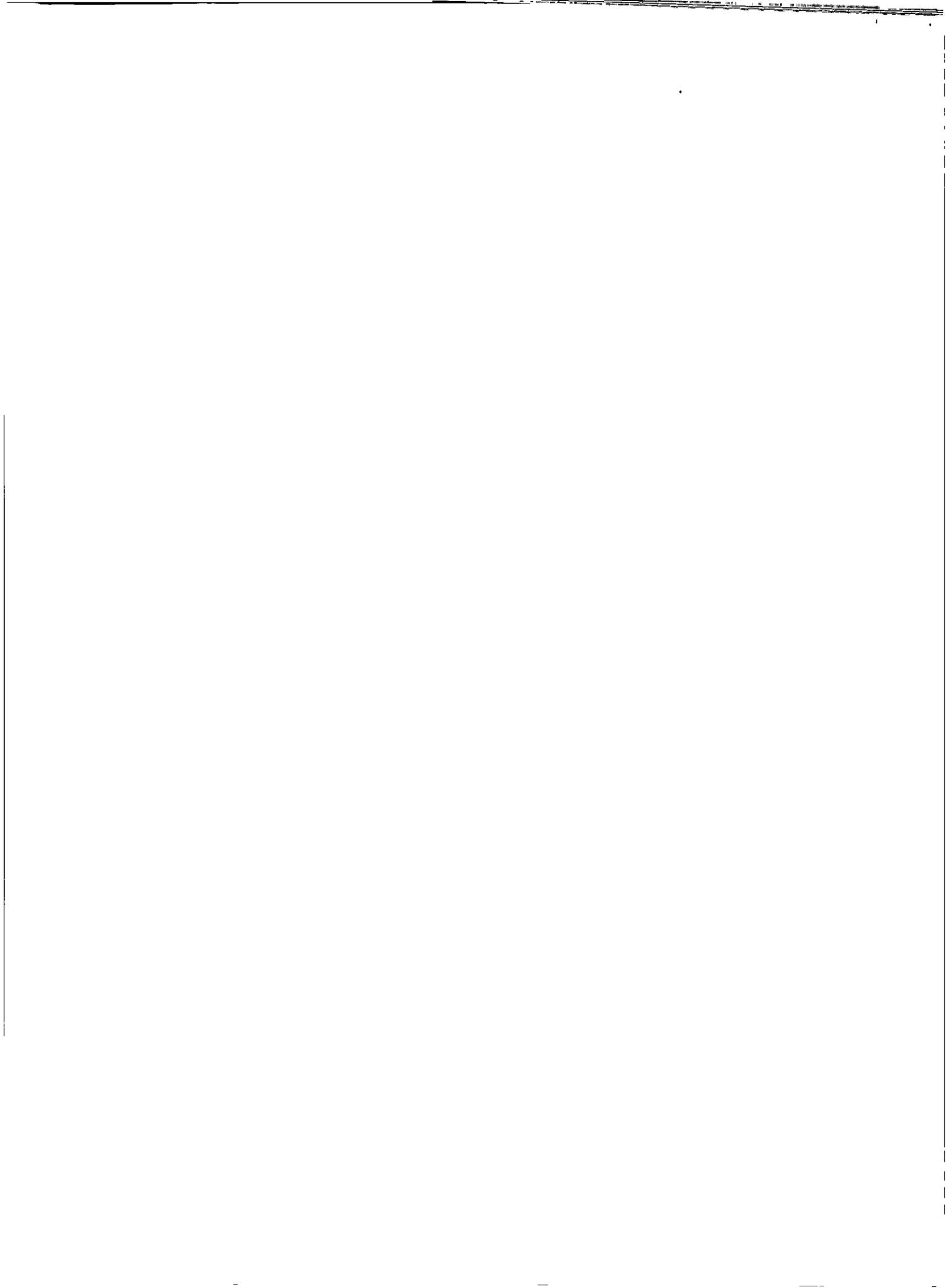
28 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

29 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

30 A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

31 No notice need be given of a poll not taken immediately if the time, date and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time, date and place at which the poll is to be taken.

32 A resolution in writing agreed by such number of Members as required if it had been proposed at a General Meeting shall be as effectual as if it had been passed at a General Meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may



consist of several instruments in the like form each agreed by one or more Members

## VOTES OF MEMBERS

33 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

34 No Member shall be entitled to vote at any General Meeting unless all moneys owed by him to the Academy Trust as a Member of the Academy Trust have been paid

35 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

36 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 Trustees 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 attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Academy Trust to be held on 20[ ], and at any adjournment thereof

Signed on 20[ ]"

37 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 Trustees 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 attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Academy Trust, to be held on 20[ ], and at any adjournment thereof

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

Resolution No 1 \*for \* against

Resolution No 2 \*for \* against

- Strike out whichever is not desired

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

Signed on 20[ ]"

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

- a be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Academy Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- b in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
- c where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Clerk or to any Trustee,

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

39 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

40 Any organisation which is a Member of the Academy Trust may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Academy Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Academy Trust

## **TRUSTEES**

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

42 Subject to Articles 47-51, the Academy Trust shall have the following Trustees

- a each of the Principal Sponsors or their respective Successors, and
- b a minimum of two Parent Trustees elected or appointed under Articles 47-51 in the event that no Local Governing Body is established under Article 88a or if no provision is made for at least two Parent Local Governors on the Local Governing Body pursuant to Article 91

43 The Academy Trust may also have any Co-opted Trustee appointed under Article 52

44 Future Trustees shall be appointed or elected, as the case may be, under these Articles

## **APPOINTMENT OF TRUSTEES**

45 Each of the Principal Sponsors or their respective Successors shall be a Trustee

46 The total number of Trustees including the Principal if appointed as a Trustee who are employees of the Academy Trust shall not exceed one third of the total number of Trustees

#### **PARENT TRUSTEES**

47 In circumstances where the Trustees have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 88a or if no provision is made for at least two Parent Local Governors on each established Local Governing Body pursuant to Article 91 there shall be a minimum of two Parent Trustees and otherwise such number as the Members shall decide who shall be appointed or elected in accordance with Articles 48-51

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

49 The number of Parent Trustees and Parent Local Governors required shall be made up by Parent Trustees and Parent Local Governors appointed by the Trustees if the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies

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

51 In appointing a Parent Trustee or Parent Local Governor the Trustees shall appoint a person who is the parent, or an individual exercising parental responsibility, of a registered pupil at the Academy, or where the Trustees are exercising their power to appoint a Parent Trustee or Parent Local Governor and it is not reasonably practical to appoint a parent, or an individual exercising parental responsibility, as described in Articles 48, then the Trustees may appoint a person who is the parent, or an individual exercising parental responsibility, of a child at the Academy

#### **CO-OPTED TRUSTEES**

52 The Trustees may appoint Co-opted Trustees A 'Co-opted Trustee' means a person who is appointed to be a Trustee by being Co-opted by Trustees who have not themselves been so appointed The Trustees may not co-opt an employee of the Academy Trust as a Co-opted Trustee if thereby the

number of Trustees who are employees of the Academy Trust would exceed one third of the total number of Trustees including the Principal to the extent he or she is a Trustee

### **RESIGNATION AND REMOVAL**

53 A Trustee shall cease to hold office if he resigns his office by notice to the Academy Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect)

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

55 Where a Trustee resigns his office or is removed from office, the Trustee or, where he is removed from office, those removing him, shall give written notice thereof to the Clerk

### **SUSPENSION**

56 The board of Trustees may by special resolution passed at a meeting of the Trustees suspend a Trustee for all or any meetings of the Academy Trust, or of a committee, for a fixed period of up to six months where the Trustee has acted in a way that is inconsistent with the professional ethos of the board of Trustees (which shall include a failure to undertake training appropriate to their role, whether or not directed to do so by the board of Trustees) and has brought or is likely to bring the Academy Trust, the Academy or the office of the Trustee into disrepute

57 A resolution to suspend a Trustee from office does not have effect unless the matter is specified as an item of business on the agenda for the meeting

58 Before a vote is taken on a resolution to suspend a Trustee, the Trustee proposing the resolution must at the meeting state the reasons for doing so. In addition the Trustee who is the subject of the resolution must be given the opportunity to make a statement in response before withdrawing from the meeting

59 Nothing in Articles 56-58 may be read as affecting the right of a Trustee who has been suspended to receive notices of, and agendas and reports or other papers for, meetings of the board of Trustees during the period of their suspension

60 A Trustee may not be disqualified from continuing to hold office for failure to attend any meeting of the board of Trustees under Article 63 while suspended under Article 56

### **DISQUALIFICATION OF TRUSTEES**

61 No person shall be qualified to be a Trustee unless he is aged 18 or over at the date of his election or appointment. No current pupil at the Academy shall be a Trustee

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

63 A Trustee shall cease to hold office if he is absent without the permission of the Trustees from all





their meetings held within a period of six months and the Trustees resolve that his office be vacated

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

- a he has been declared bankrupt and/or his estate has been seized from his possession for the benefit of his creditors and the declaration or seizure has not been discharged, annulled or reduced, or
- b he is the subject of a bankruptcy restrictions order or an interim order

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

66 A Trustee shall cease to hold office if he ceases to be a Trustee by virtue of any provision in the Companies Act 2006, 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) or is otherwise found to be unsuitable by the Secretary of State under the provisions of the Funding Agreement

67 A person shall be disqualified from holding or continuing to hold office as a Trustee 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

68 A person shall be disqualified from holding or continuing to hold office as a Trustee 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

69 A person shall be disqualified from holding or continuing to hold office as a Trustee if he has not provided to the chairman of the Trustees 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 Trustee, and he is, or is proposed, to become such a Trustee, he shall upon becoming so disqualified give written notice of that fact to the Clerk.

71 Articles 61 to 67, Articles 68 to 70 and Articles 85 to 86 also apply to any member of any committee or delegate of the Trustees, including a Local Governing Body, who is not a Trustee.



## **CLERK TO THE TRUSTEES**

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

## **CHAIRMAN AND VICE-CHAIRMAN OF THE TRUSTEES**

73 The Trustees shall each school year elect a chairman and a vice-chairman from among their number. A Trustee who is employed by the Academy Trust shall not be eligible for election as chairman or vice-chairman.

74 Subject to Article 75, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with Article 76.

75 The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Clerk. The chairman or vice-chairman shall cease to hold office if

- a he ceases to be a Trustee,
- b he is employed by the Academy Trust,
- c he is removed from office in accordance with these Articles, or
- 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 Trustees shall 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 The Trustees may remove the chairman or vice-chairman from office in accordance with these Articles.

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

- a it is confirmed by a resolution passed at a second meeting of the Trustees 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.

80 Before the Trustees resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Trustee or Trustees 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 TRUSTEES**

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

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

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

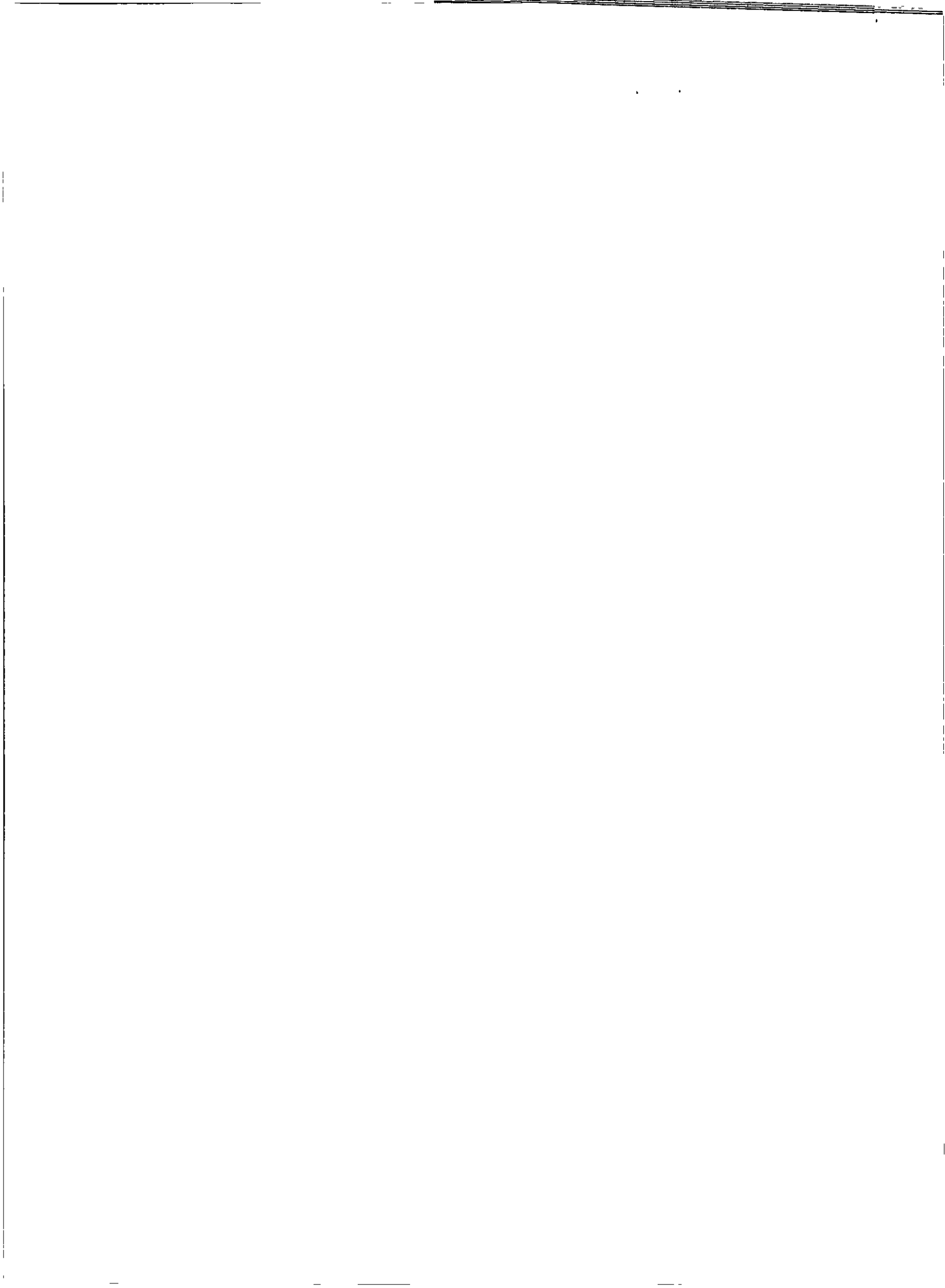
83 In the exercise of their powers and functions, the Trustees may consider any advice given by the Principal to the extent he or she is not a Trustee and any other executive officer

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

## **CONFLICTS OF INTEREST**

85 Any Trustee who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Trustee shall disclose that fact to the Trustees as soon as he becomes aware of it A Trustee must absent himself from any discussions of the Trustees 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)

86 For the purpose of Article 77, a Trustee has a **Personal Financial Interest** in the employment or remuneration of, or the provision of any other benefit to, that Trustee as permitted by and as defined by Articles 6



## **THE MINUTES**

87 The minutes of the proceedings of a meeting of the Trustees 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 Trustees) at the same or next subsequent meeting by the person acting as chairman thereof

## **COMMITTEES**

88 Subject to these Articles, the Trustees

- a) may appoint a committee to be known as a Local Governing Body for the Academy, and
- b) may establish any other committee they determine necessary

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

90 The Trustees shall ensure that the Local Governing Body shall include at least two Parent Local Governors.

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

## **DELEGATION**

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

93 A Trustee, committee (including the Local Governing Body), the Principal or any other holder of an executive office to whom a power or function of the Trustees is delegated under Article 92 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered.

94 Where any power or function of the Trustees has been exercised by any committee (including the Local Governing Body) any Trustee, the Principal any other holder of an executive office, or a person to





whom a power or function has been sub-delegated under Article 93, that person or committee shall report to the Trustees in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Trustees immediately following the taking of the action or the making of the decision

## **PRINCIPAL**

95 The Trustees shall appoint the Principal of the Academy. The Trustees 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 Trustees and for the direction of the teaching and curriculum at the Academy)

## **MEETINGS OF THE TRUSTEES**

96 Subject to these Articles, the Trustees may regulate their proceedings as they think fit

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

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

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

99 Each Trustee shall be given at least seven clear days before the date of a meeting

- a notice in writing thereof, signed by the Clerk, and sent to each Trustee at the address provided by each Trustee from time to time, and
- b a copy of the agenda for the meeting,

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

100 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

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

102 A meeting of the Trustees shall be terminated forthwith if

a the Trustees so resolve, or

b the number of Trustees present ceases to constitute a quorum for a meeting of the Trustees in accordance with Article 107, subject to Article 107

103 Where in accordance with Article 102 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

104 Where the Trustees resolve in accordance with Article 102 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Trustees 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

105 Subject to Article 107, the quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved

106 The Trustees may act notwithstanding any vacancies in their number, but, if the numbers of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting

107 The quorum for the purposes of

a any vote on the removal of a Trustee in accordance with Article 54, and

b any vote on the removal of the chairman of the Trustees in accordance with Article 78,

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

108 Subject to these Articles, every question to be decided at a meeting of the Trustees shall be determined by a majority of the votes of the Trustees present and voting on the question. Every Trustee shall have one vote

109 Subject to Articles 105-107, 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

110 The proceedings of the Trustees shall not be invalidated by

a any vacancy among their number, or

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

111 A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees

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

112 Subject to Article 113, the Trustees shall ensure that a copy of

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

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

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

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

114 Any Trustee shall be able to participate in meetings of the Trustees by telephone or video conference provided that

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

#### **PATRONS AND HONORARY OFFICERS**

115 The Trustees 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**

116 The seal, if any, shall only be used by the authority of the Trustees or of a committee of Trustees

authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Clerk or by a second Trustee.

## **ACCOUNTS**

117 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**

118 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**

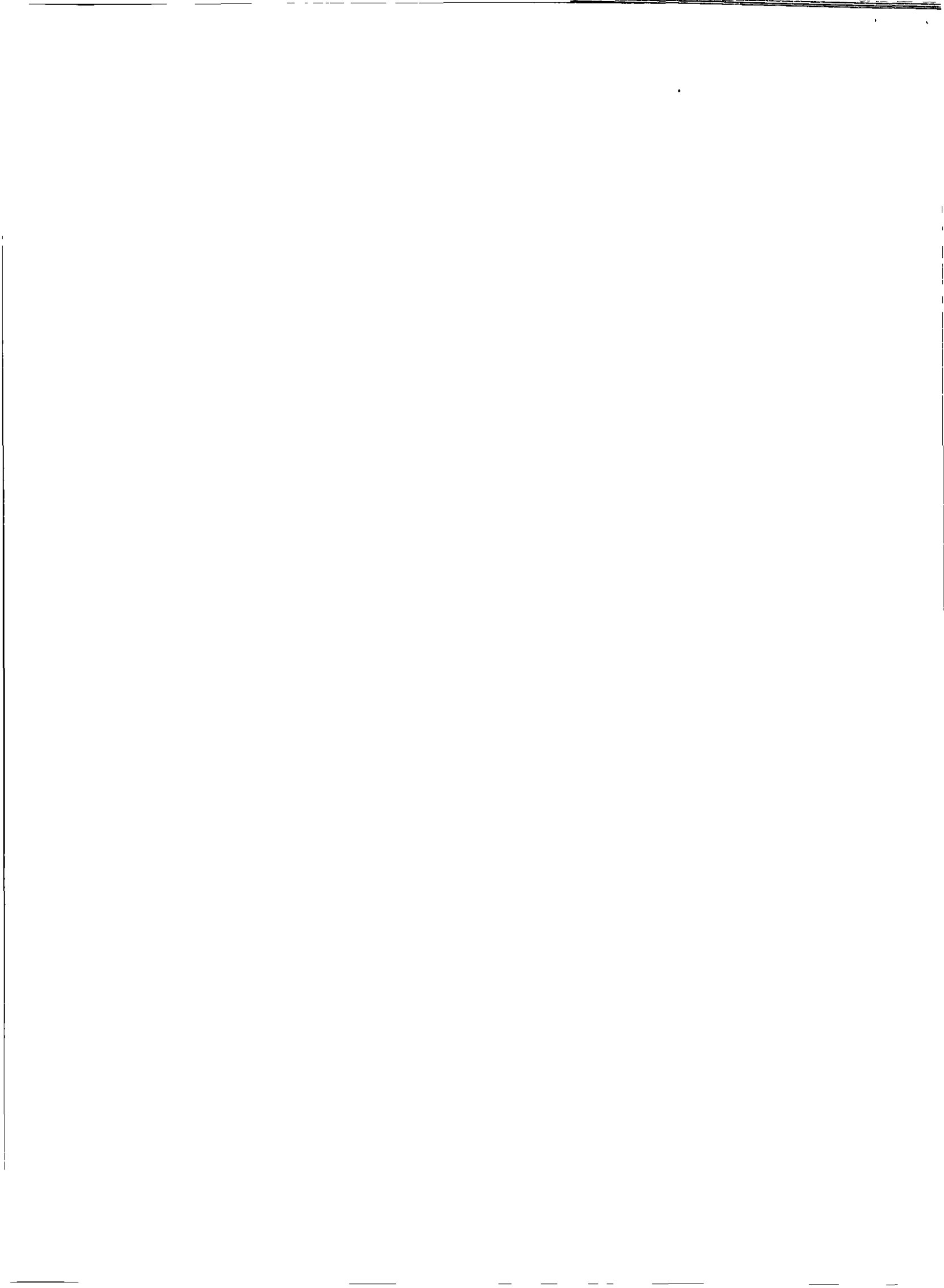
119 The Trustees shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Statement of Recommended Practice as if 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**

120 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.

121 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.

122 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.



123 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**

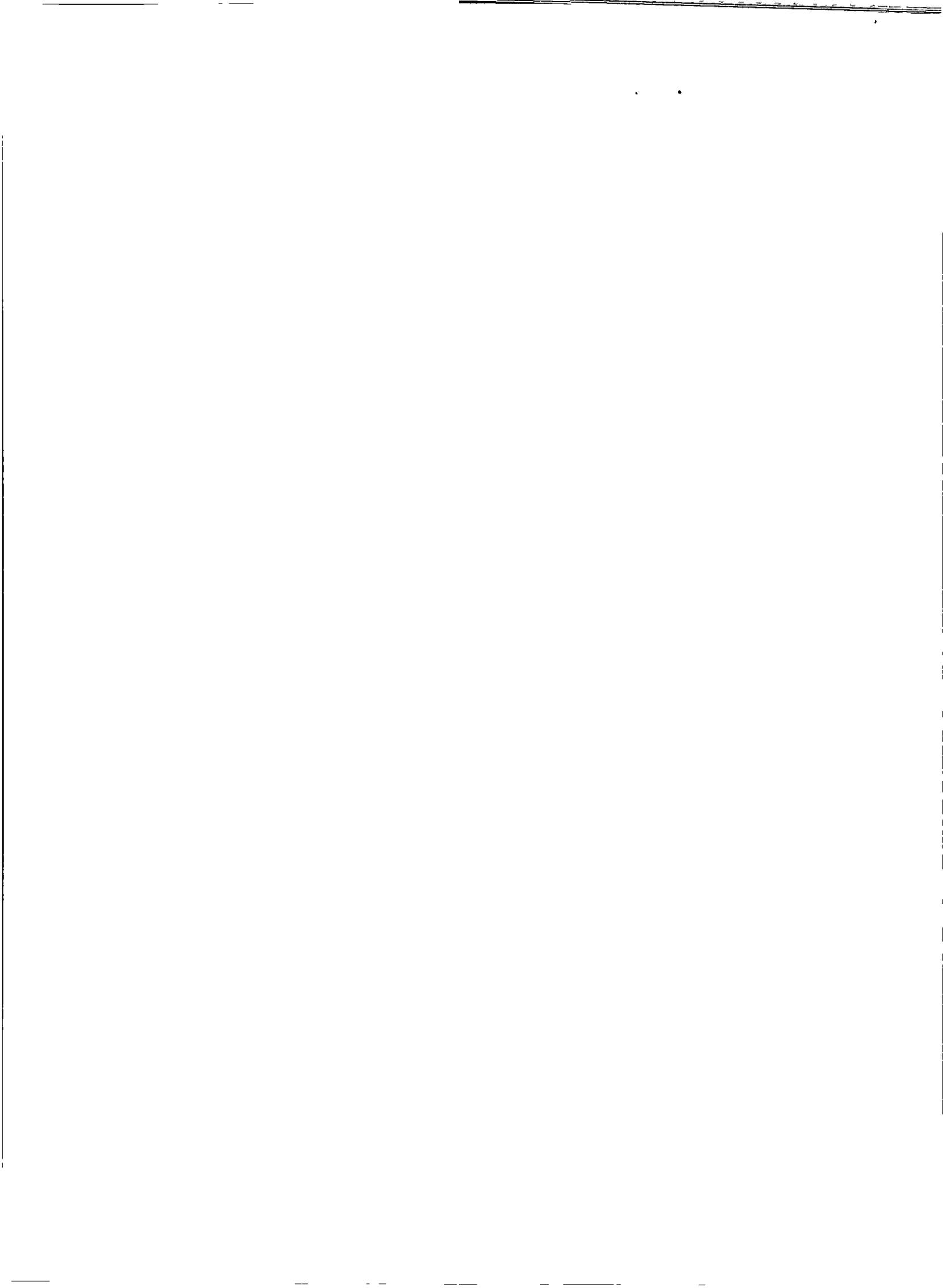
124 Subject to the provisions of the Companies Act 2006 and Article 6.3 every Trustee or other officer or auditor of the Academy Trust shall be indemnified out of the assets of the Academy Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, 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**

125 The Trustees 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 Trustees and committees of the Trustees and meetings of the Local Governing Body in so far as such procedure is not regulated by the Articles, and
- e generally, all such matters as are commonly the subject matter of company rules

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



## **AVOIDING INFLUENCED COMPANY STATUS**

127 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

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

129 No person who is a Local Authority Associated Person is eligible to be appointed or elected to the office of Trustee unless his appointment or election to such office is authorised by the local authority to which he is associated

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

131 If at any time the number of Trustees or Members who are also Local Authority Associated Persons would (but for Articles 127 to 130 inclusive) represent 20% or more of the total number of Trustees or Members (as the case may be) then a sufficient number of the Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Trustees 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 Trustees or Members (as the case may be) is never equal to or greater than 20% of the total number of Trustees or Members (as the case may be). Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment or election date the most recently appointed or elected resigning first

132 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