

Company Number 4389132

The Companies Act 1985
COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTION
OF
BARNET CITY ACADEMY

The undersigned, being the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

RESOLUTION

THAT the Articles of Association of the company be altered in the following manner:

By the removal of the Articles numbered 61 a, b, c and d.

By the insertion of the following new Article to be numbered 61

61. A Person is disqualified from holding or continuing to hold office as a governor of a school at any time when he is disqualified from working with children under sections 28 and 29 of the Criminal Justice and Court Services Act 2000.

By the replacement of Article 62a with the following:

- 62a. 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.

THAT the regulations set forth in the printed document attached to this resolution and for the purposes of identification marked with "Annex 1", be approved and adopted as the articles of association of the company, in substitution for, and the exclusion of, all existing articles thereof.

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Peter Shalson

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Date

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Martin Paisner

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Date

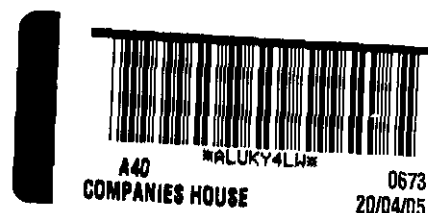
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Tom Banks

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Date

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Jeremy Menell

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Date

14.4.05.



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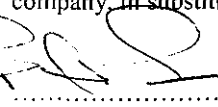
By the insertion of the following new Article to be numbered 61

61. A Person is disqualified from holding or continuing to hold office as a governor of a school at any time when he is disqualified from working with children under sections 28 and 29 of the Criminal Justice and Court Services Act 2000.

By the replacement of Article 62a with the following:

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Martin Paisner Date

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Tom Banks Date

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Jeremy Menell Date

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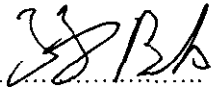
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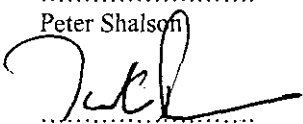
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Martin Paisner

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14/04/05

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Tom Banks

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Jeremy Menell

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Annex 1

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
BARNET CITY ACADEMY

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

BARNET CITY ACADEMY

INTERPRETATION

1.1 In these articles:

"the Trust"	means the company intended to be regulated by these articles;
"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"the articles"	mean these Articles of Association of the Trust;
"the Commissioners"	means the Charity Commissioners for England and Wales from time to time;
"clear days"	in relation to the period of a notice means the period <i>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</i> ;
"executed"	includes any mode of execution;
"the memorandum"	means the Memorandum of Association of the Trust;
"office"	means the registered office of the Trust;
"the governors"	means the directors of the Trust (and "governor" has a corresponding meaning);
"academy governor"	means a governor appointed pursuant to article 44.1;
"appointed governor"	means an academy governor, a governor appointed by the LEA or a co-opted or additional governor appointed under articles 45 and 46 respectively;
"elected governor"	means a parent, teacher or staff governor elected under the articles;
"governing body"	means the governors;
"LEA"	means the Local Education Authority in the area in which London Academy is situated;

"Member"	means a member of the Trust and as such is bound by the undertaking contained in Clause 7 of the memorandum;
"Principal"	means the head teacher of London Academy ;
"Principal Sponsor"	means Peter Shalson, a subscriber to the memorandum and articles;
"the seal"	means the common seal of the Trust if it has one;
"Academy"	means the London Academy referred to in Clause 3 of the memorandum;
"secretary/clerk"	means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary; the secretary shall be known as the "clerk" under article 64;
"Secretary of State"	means the Secretary of State for Education and Skills from time to time;
"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 only shall include the plural number, and vice versa.

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

OBJECTS

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

MEMBERS

3 At the date of incorporation the Members shall be the Principal Sponsor and the other subscribers to the memorandum and articles. The Principal Sponsor may appoint additional Members.

4.1 From the appointed day the Members shall include:

- (a) the Principal Sponsor for so long as he wishes to be a Member;
- (b) up to four persons appointed initially by the Principal Sponsor who shall be called "Sponsor Members" and thereafter by the Sponsor Members for the time being and the Principal Sponsor if he is a Member;
- (c) if he is not already a Member, the person who is for the time being the chairman of the governing body.

4.2 The Director of Education of the LEA may appoint an individual to be a Member including himself ("The LEA Member").

4.3 The Secretary of State may appoint an individual to be a Member.

4.4 The appointed day is the date specified in writing as the appointed day for the purposes of this article by the Principal Sponsor or if he has not so acted within one month of being requested to do so by any two Members, the date specified in writing by two of the Members. Following the appointed day the

governing body shall direct that a note shall be made on the articles kept at the registered office of the Trust of the date of such appointed day for the purposes of this article 4.

- 4.5 Sponsor Members shall not be employees of the Trust.
- 4.6 In the case of a disagreement between the persons authorised to appoint Sponsor Members pursuant to this article the view of the majority of such persons shall prevail.
- 5 Those subscribers to the memorandum who do not become or remain Members by virtue of article 4.1 above shall be deemed to have retired immediately following the implementation of article 4.
- 6 The persons entitled to appoint Members in article 4 shall have the right from time to time by written notice delivered to the Trust's registered office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.
- 7 If a person entitled to appoint Members in article 4 fails to do so within one month of a vacancy arising that person's right to appoint Members shall vest in the remaining Members.
- 8 The Members may unanimously agree in writing to appoint such additional Members as they think fit and may remove any such additional Members.
- 9 Every person appointed to be a Member of the Trust (other than the subscribers to the memorandum) shall either sign a written consent to become a Member or sign the register of Members on becoming a Member to indicate such consent.
- 10 The Members may in their absolute discretion permit any Member to resign provided that after such resignation the number of Members is not less than four. A Member shall cease to be a Member immediately on the receipt by the Trust of a notice in writing signed by the person or persons entitled to remove him under articles 6 and 8 provided that no such notice shall take effect when the number of Members is less than four unless it contains or is accompanied by the appointment of a replacement Member.

GENERAL MEETINGS

- 11 The Trust shall hold an annual general meeting each calendar year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Trust and that of the next. Provided that so long as the Trust holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the governors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 12 The governors may call general meetings and, on the requisition of the Principal Sponsor or Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient governors to call a general meeting, any governor

or any Member of the Trust may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 13 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a governor shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed
 - a in the case of an annual general meeting, by all the Members entitled to attend and vote; and
 - b in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meetings of all the Members.
 - c 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.
 - d The notice shall be given to all the Members, to the governors and the auditors of the Trust.
- 14 *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

- 15 No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a Member, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
- 16 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 at such time and place as the governors may determine.
- 17 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 who is able 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.
- 18 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.
- 19 A governor shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 20 The chairman may, with the consent of a meeting at which a quorum is present

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

- 21 A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by:
 - a the chairman; or
 - b the Principal Sponsor (if he is a Member); or
 - c at least two Members having the right to vote at the meeting; or
 - d 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.
- 22 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.
- 23 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.
- 24 A poll shall be taken in such manner 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.
- 25 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 26 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.
- 27 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.

- 28 A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

VOTES OF MEMBERS

- 29 Subject to article 25, on a 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.
- 30 A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the governors of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 31 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Trust have been paid.
- 32 No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected 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.
- 33 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the governors may approve):

"Barnet City Academy ("the Trust")

I/We , of , being a Member/Members of the above-named company, hereby appoint of , or failing him of , as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust, to be held on 200..., and at any adjournment thereof..

Signed on 200..."

- 34 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):

"Barnet City Academy ("the Trust")

I/We , of , being a Member/Members of the above-named company, hereby appoint of , or failing him of , as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust, to be held on 200..., and at any adjournment thereof.

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

Resolution No. 1 *for/*against

Resolution No. 2 *for/*against.

*Strike out whichever is not desired.

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

Signed on 200..."

- 35 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the governors may:

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

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

- 36 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Trust at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of

the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

- 37 Any organisation which is a member of the Trust may by resolution of its board or other persons with authority to act on behalf of such organisation authorise such person as it thinks fit to act as its representative at any meeting of the Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Trust.

GOVERNORS

- 38 On incorporation of the Trust the number of governors shall be not less than three but shall not be subject to any maximum.
- 39 On incorporation of the Trust the governors shall be those persons named in the statement delivered to the Registrar of Companies pursuant to section 10(2) of the Act.

- 40.1 On the appointed day, the provisions of articles 41 to 49 shall apply.

- 40.2 The appointed day is the date specified in writing as the appointed day for the purposes of this article by the Principal Sponsor or if he has not so acted within one month of being requested to do so by any two Members on the date specified in writing by two of the Members. Following the appointed day the governing body shall direct that a note shall be made on the articles kept at the registered office of the Trust of the date of such appointed day for the purposes of this article.

- 41.1 Subject to article 43 and this article, the Trust shall have the following governors:

- a) a minimum of eight academy governors;
- b) the Principal of London Academy, who shall be treated for all purposes as an ex officio governor;
- c) two teacher governors (other than the Principal);
- d) one staff governor;
- e) one parent governor.

- 41.2 a) Teacher governors, parent governors and staff governors shall be admitted as governors after the election procedures prescribed in article 44 have been completed.

- b) There shall always be a majority of academy governors on the governing body unless the Secretary of State appoints additional governors under article 46.

42. The Trust may also have the following governors:

- a) one community governor appointed under article 45;
- b) one governor appointed by the LEA Member or if there is no such member the Director of Education of the LEA;

43. Governors required by article 41 shall be appointed or elected, as the case

may be, under the articles. Where it is not possible for such a governor to be appointed or elected due to the fact that London Academy is not yet established, or in the case of the Principal because no one has been appointed by the governors to fulfil that role, or in the case of elected governors because no one is willing to become such a governor, then the relevant article or part thereof shall not apply, but such governor shall be appointed or elected at the first opportunity.

APPOINTMENT AND ELECTION OF GOVERNORS

44.1 On the appointed day, the Principal Sponsor shall appoint the academy governors. Thereafter the Principal Sponsor or, if he has not so acted within one month of being requested to do so by any two Members, the Members, shall appoint the academy governors.

44.2 a) The parent governor shall be elected by parents of registered pupils at the London Academy. A parent governor shall be:

- i) a person who is the parent of a registered pupil at London Academy; or
- ii) where it is not reasonably practicable to do so, a person who is the parent of a child of compulsory school age.

b) The governing body shall determine for the purposes of an election of the parent governor, any question concerning whether a person is a parent of a registered pupil at London Academy.

c) The governing body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governor. Any election of a parent governor which is contested shall be held by secret ballot.

d) 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 Trust by a registered pupil at London Academy.

e) Where a vacancy for a parent governor is required to be filled by election, the governing body shall take such steps as are reasonably practicable to secure that every person who is known to them to be a parent of a registered pupil at London Academy is:

- i) informed of the vacancy and that it is required to be filled by election;
- ii) informed that he is entitled to stand as a candidate, and vote, at the election; and given an opportunity, in each case, to do so.

44.3 a) The teacher governors shall be elected by the teachers at London Academy. A teacher governor must be a teacher at London Academy at the time he is elected. If a teacher governor ceases to be employed as a teacher by the Trust then he shall automatically cease to be a governor. For this purpose "teacher" means a teacher employed by

the Trust under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher to pupils of London Academy.

- b) The governing body shall determine, for the purposes of an election of a teacher governor, any question as to whether a person is employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at London Academy.
 - c) The governing body shall make all necessary arrangements for, and determine all other matters relating to, an election of teacher governors. Any election of a teacher governor which is contested shall be held by secret ballot.
- 44.4 a) The staff governor shall be elected by persons employed to work at London Academy otherwise than as teachers. The staff governor must be so employed at the time he is elected. If a staff governor ceases to be employed at London Academy then he shall automatically cease to be a governor. For this purpose "employed" means employed by the Trust under a contract of employment or a contract for services.
- b) The governing body shall determine, for the purposes of an election of a staff governor, any question of whether a person is employed under a contract of employment or a contract for services at London Academy otherwise than as a teacher.
 - c) The governing body shall make all necessary arrangements for, and determine all other matters relating to, an election of a staff governor. Any election of a staff governor which is contested shall be held by secret ballot.
- 45 The governing body may co-opt one governor. A co-opted governor shall not be an employee of the Trust or the LEA and shall for the purposes of the articles be known as the "community governor".

APPOINTMENT OF ADDITIONAL GOVERNORS

- 46 The Secretary of State may appoint up to two/eight additional governors as he thinks fit if the Secretary of State has:
- a given the governing body a warning notice in accordance with article 47; and
 - b the governing body 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 governing body that he proposes to exercise his powers under this article.
- 47 The Secretary of State may give a warning notice to the governing body where:
- a
 - i a report by the Office for Standards in Education or its statutory successor

following an inspection of London Academy finds that the standards of performance of pupils at the London Academy are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article 46; or

- ii independent auditors appointed by the Trust or the Secretary of State report in writing that there has been a serious failure in the way the Trust is managed financially which is prejudicing such standards of performance; or
 - iii the Office for Standards in Education, the Health and Safety Executive or their respective statutory successors find that there is a serious risk to the safety of pupils or staff of the Trust; and
- b the Secretary of State has previously informed the governing body 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.
- 48 For the purposes of article 46 a 'warning notice' is a notice in writing by the Secretary of State setting out:
- a the matters referred to in article 47(b);
 - b the action which he requires the governing body to take in order to remedy those matters; and
 - c the period within which that action is to be taken by the governing body ('the compliance period').

TERM OF OFFICE

- 49 The term of office for any governor other than the Principal of London Academy and the Principal Sponsor (during any period that the Principal Sponsor is a governor) shall be 4 years. Subject to remaining eligible to be a particular type of governor any governor may be re-appointed, re-elected or co-opted for further periods as the case may be.

RESIGNATION AND REMOVAL

- 50 A governor shall cease to hold office if he resigns his office by notice to the Trust (but only if at least three governors will remain in office when the notice of resignation is to take effect).
- 51 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 any elected governor; or a parent governor who has been appointed rather than elected.
- 52 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 clerk.

DISQUALIFICATION OF GOVERNORS

- 53 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 pupil of the London Academy shall be a governor.
- 54 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.
- 55 A governor shall cease to hold office if he is absent without the permission of the governing body from all their meetings held within a period of six months and the governors resolve that his office be vacated.
- 56 A person shall be disqualified from holding or continuing to hold office as a governor if:
- a he has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged and the bankruptcy order has not been annulled or rescinded; or
 - b he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.
- 57 A person shall be disqualified from holding or from continuing to hold office as a governor at any time when he is subject to a disqualification order 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).
- 58 A governor shall cease to hold office if he ceases to be a governor by virtue of any provision in the Act 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).
- 59 A person shall be disqualified from holding or from 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 Commissioners 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.
- 60 A person shall be disqualified from holding or from continuing to hold office as a governor at any time when he is included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted. The 'list' means the list kept for the purposes of regulations made under section 218(6) of the Education Reform Act 1988.
- 61 A person is disqualified from holding or from continuing to hold office as a governor of a school at any time when he is disqualified from working with children under Sections 28 and 29 of the Criminal Justice and Court Services Act 2000.
- 62 Where, by virtue of the articles, a person becomes disqualified from holding, or from 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 clerk.

- 62a 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.
- 62b A person shall be disqualified from holding or continuing to hold office as a governor at any time when he refuses a request by the Clerk to the Governing Body, following a referral from either the Chair of Governors or the Head Teacher, to make an application under section 113 of the Police Act 1997, as amended for a criminal records certificate. That application will be at an enhanced disclosure level. A referral by the Chair of Governors or the Head Teacher shall be made where the person is in their opinion giving cause for concern or will have regular unsupervised contact with children. In the event that the certificate discloses any information which would in the opinion of either the Chair of Governors or the Head Teacher disqualify or prevent a person from serving as a governor that person should 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."
- 63 Articles 53 to 62b also apply to any member of any committee of the governors who is not a governor.

SECRETARY / CLERK TO THE GOVERNING BODY

- 64 Subject to the provisions of the Act, 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 appointed by them. The secretary shall be known as "the clerk". The clerk shall not be a governor or the Principal. Notwithstanding this article, the governing body may, where the clerk fails to attend a governors' meeting, appoint any one of their number to act as clerk for the purposes of that meeting.

CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNING BODY

- 65 The governors shall in each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number. A governor who is an employee of the Trust shall not be eligible for election as chairman or vice-chairman.
- 66 The chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with articles 65.
- 67 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:
- i he ceases to be a governor;
 - ii he becomes an employee of the Trust;

- iii he is removed from office in accordance with the articles; or
 - iv in the case of the vice-chairman, he is elected in accordance with the articles to fill a vacancy in the office of chairman.
- 68 Where by reason of any of the matters referred to in article 67 a vacancy arises in the office of chairman or vice-chairman, the governors shall at their next meeting elect one of their number to fill that vacancy.
- 69 Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chairman for the purposes of the meeting.
- 70 Where in the circumstances referred to in article 69 the vice-chairman is 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 Trust.
- 71 The clerk to the governors shall act as chairman during that part of any meeting at which the chairman is elected, but for these purposes article 101 shall not apply.
- 72 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
- 73 The governors may remove the chairman or vice-chairman from office. However,
- a a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the governing body shall not have effect unless:
 - i it is confirmed by a resolution passed at a second meeting of the governing body held not less than fourteen days after the first meeting ("the second meeting"); and
 - ii the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
 - b before the governing body resolves at the second 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

- 74 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Trust shall be managed by the governors, who may exercise all the powers of the Trust. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the 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.

- 75 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 Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
 - b to enter into contracts on behalf of the Trust.
- 76 The governors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of London Academy and shall consider any advice given by the Principal.
- 77 Any bank account in which any part of the assets of the Trust is deposited shall be under the control of the governors and be in the name of the Trust. All cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the governors.

GOVERNORS' EXPENSES AND PECUNIARY INTERESTS

- 78 The governors may be paid all reasonable and proper out of pocket travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of governors or committees of governors or general meetings or otherwise in connection with the discharge of their duties.
- 79 Except to the extent permitted by clauses 4 and 5 of the memorandum, no governor shall take or hold any interest in property belonging to the Trust or receive remuneration or have a direct or indirect pecuniary interest in any contract or other arrangement to which the Trust is a party except where the Trust enters into a contract or other arrangement with a local authority.
- 80 In addition to his duties under section 317 of the Act, a governor who has a duty or pecuniary interest (direct or indirect) which conflicts or may conflict with his duty to the Trust in connection with a contract or proposed contract or other arrangement with the Trust shall disclose that fact to the governing body as soon as he becomes aware of it.
- 81 For the purposes of articles 79 and 80, a governor shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Trust if:
- a he is a director or a member holding more than 1/100th of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - b he is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter

under consideration; or

- c he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration.

82 For the purposes of articles 79, 80 and 81, an interest of a person who is, within the meaning of section 346 of the Act, connected with a governor shall be treated as an interest of the governor. This shall include:

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

THE MINUTES

83 The minutes of the proceedings of a meeting of the governing body 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 governing body) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include:

- a all appointments of officers made by the governors; and
- b all proceedings at meetings of the governors and of committees of governors including the names of the governors present at each such meeting.

DELEGATION

84 Subject to the articles, the governors may delegate any of their powers or functions to any committee. They may also delegate to the Principal or any other holder of an executive office or any Member such of their powers or functions as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the governors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

85 Where any function of the governors has been delegated to a person or a committee under article 84 such person or committee shall report to the governors in respect of any action taken or decision under such authorised

delegation at the meeting of the governors immediately following the taking of the action or the making of the decision.

- 86 The governors may establish any committee to exercise, subject to the articles, powers and functions of the governors. The constitution, membership and proceedings of any such committee of the governors 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 but 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.

THE PRINCIPAL

- 87 The governors shall appoint the Principal of London Academy. Subject to the articles and any limitations imposed by company law and charity law, the Principal shall be responsible for the internal organisation, management and control of London Academy, the implementation of all policies approved of by the governors and for the direction of the teaching and curriculum. For these purposes the governors shall delegate such powers and functions as are reasonably necessary to enable the Principal to carry out his functions.

MEETINGS OF THE GOVERNING BODY

- 88 Subject to the articles, the governors may regulate their proceedings as they think fit.
- 89 The governing body shall hold at least one meeting in every school term. Meetings of the governing body shall be convened by the clerk. In exercising his functions under this article the clerk shall comply with any direction:
- a given by the governing body; or
 - b given by the chairman of the governing body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the governing body.
- 90 Any three governors may, by notice in writing given to the clerk, requisition a meeting thereof; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 91 Each governor shall, at least seven clear days before the date of a meeting, be given:
- a notice in writing thereof, signed by the clerk; 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 for such meeting are given within such shorter period as he directs.

- 92 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 for such meeting.
- 93 A resolution to rescind or vary a resolution carried at a previous meeting of the governing body shall not be proposed at a meeting of the governing body *unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.*
- 94 A meeting of the governing body may be held either in person or by suitable electronic means agreed by the governors in regulations made under article 88 whereby all governors may communicate with each other. Governors participating in a meeting of the governing body by electronic means in accordance with this article shall be deemed to be present at the meeting.
- 95 A meeting of the governing body shall be terminated forthwith if:
 - a the governing body so resolve; or
 - b the number of governors present ceases to constitute a quorum for a meeting of the governing body in accordance with article 98, subject to article 99.
- 96 Where in accordance with article 95 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 or is adjourned by the governing body, a further meeting shall be convened by the governors as soon as is reasonably practicable.
- 97 Where the governing body resolve in accordance with article 96 to adjourn a meeting before all the items of business on the agenda have been disposed of, the governing body 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.
- 98 Until the appointed day, the quorum for a meeting of the governing body shall be two. After the appointed day, the quorum for a meeting of the governing body, and any vote on any matter thereat, shall, subject to this article, be any three governors, or, where greater, one third (rounded up to a whole number) of the total number of governors holding office at the date of the meeting.
- 99 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.
- 100 Subject to the articles, every question to be decided at a meeting of the governing body shall be determined by a majority of the votes of the governors present and voting on the question.
- 101 Where there is an equal division of votes the chairman shall have a second or casting vote.

102 The proceedings of the governing body shall not be invalidated by:

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

103 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 as 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.

104 Subject to this article, the governing body shall ensure that a copy of:

- a the agenda for every meeting of the governing body;
- 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 to persons wishing to inspect them.

105 There may be excluded from any item required to be made available in pursuance of article 104, any material relating to:

- a a named teacher or other person employed, or proposed to be employed, by the Trust;
- b a named pupil at, or candidate for admission to, London Academy ; and
- c any matter which, by reason of its nature, the governing body is satisfied should remain confidential.

PATRONS AND HONORARY OFFICERS

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

THE SEAL

107 The seal 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 clerk or by a second governor.

ACCOUNTS

108 Accounts shall be prepared in accordance to the provisions of Part VII of the Act.

ANNUAL REPORT

- 109 The governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification thereto) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

- 110 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 Commissioners.

NOTICES

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

INDEMNITY

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

RULES

- 116 Subject to the articles, 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 Trust and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- a the admission and classification of members of the Trust (including the

admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

- b the conduct of members of the Trust in relation to one another, and to the Trust's employees;
 - c the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes;
 - d the procedure at general meetings and meetings of the governors and committees of the governors in so far as such procedure is not regulated by the articles;
 - e generally, all such matters as are commonly the subject matter of company rules.
- 117 The Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws referred to in article 116 and the governors shall adopt such means as they think sufficient to bring to the notice of members of the Trust all such rules or bye laws, which shall be binding on all members of the Trust. Provided that no rule or bye law shall be made that is inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.