



Paces Campus, High Green, Sheffield S35 3HY

t 0114 284 4488 f 0114 284 6912 e info@pacement.org.uk w pacement.org.uk

Charity number: 04793176

**PRIVATE COMPANY LIMITED BY GUARANTEE
AND REGISTERED CHARITY**

PACES SHEFFIELD
(the Charity)

SPECIAL RESOLUTION

At a general meeting of the Charity held on 22 October 2018 at Paces Campus, Pack Horse Lane, Sheffield, S35 3HY, the following resolution was passed as special resolution of the Company:

1. **THAT** the regulations contained in the document attached to this resolution (the New Articles) be and are hereby approved and adopted as the articles of association of the Charity in substitution for and to the exclusion of all existing articles of association.

By Order of the Directors

.....
Company Secretary

Dated 22/10/2018

THURSDAY



A7J9E0DS
A27 22/11/2018 #47
COMPANIES HOUSE

Patron: Rt Hon Robert Halfon MP Chair of Trustees: Ann Menzies-Blythe
Charity No 1104356 - Company No 1703176



Supporting Children. Supporting Adults. Supporting Families. We support those living with cerebral palsy and motor disorders

COMPANY NUMBER 04793176

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
PACES SHEFFIELD**

Incorporated on 10 June 2003

Adopted by Special Resolution on 22nd October 2018

Schofield Sweeney LLP
76 Wellington Street
Leeds LS1 2AY
Tel: 0113 849 4000

(Ref: CES/18712.7)

Contents

Clause		Page
1	Defined terms and interpretation	1
2	Objects	2
3	Powers	3
4	Prohibition on distributions	3
5	Liability of Members	4
6	Winding up	4
7	Applications for membership	4
8	Termination of membership	4
9	General meetings	5
10	Notice of general meetings	5
11	Attendance and speaking at general meetings	6
12	Quorum for general meetings	6
13	Chairing general meetings	6
14	Adjournment	7
15	Sub-committees	7
16	Voting: general	7
17	Votes of Members	8
18	Poll voting	8
19	Errors and disputes	9
20	Trustees	9
21	Trustees' general authority	9
22	Trustees may delegate	9
23	Trustees to take decisions collectively	9
24	Unanimous decisions	10
25	Calling a Trustees' meeting	10
26	Participation in Trustees' meetings	10
27	Quorum for Trustees' meetings	11
28	Chairing of Trustees' meetings	11
29	Casting vote	11
30	Trustees' interests	12
31	Trustees' conflicts of interest	12
32	Methods of appointing and removing Trustees	14

33	Retirement of Trustees by rotation	15
34	Termination of Trustee's appointment.....	15
35	Trustees' expenses.....	16
36	Trustees' appointments to an Executive Office.....	16
37	Company seals	16
38	Minutes	17
39	Accounts	17
41	Secretary.....	18
42	Indemnity	18
43	Rules.....	18
44	Disputes.....	19
45	Governance	19

The Companies Act 2006
Private Company Limited by Guarantee
ARTICLES OF ASSOCIATION
of
PACES SHEFFIELD

1 Defined terms and interpretation

1.1 In the articles, unless the context requires otherwise:

Articles means the company's articles of association;

Bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Chairman has the meaning given in Article 13;

Charity means the company intended to be regulated by these articles;

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 for which it is given or on which it is to take effect;

Companies Acts means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Charity;

Document includes, unless otherwise specified, any document sent or supplied in electronic form;

Electronic form has the meaning given in section 1168 of the Companies Act 2006;

Electronic means has the meaning given in section 1168 of the Companies Act 2006;

Eligible Trustee has the meaning given in article 24;

Executed includes any mode of execution;

Hard copy form has the meaning given in section 1168 of the Companies Act 2006;

Instrument means a document in hard copy form;

Member has the meaning given in section 112 of the Companies Act 2006;

Membership Eligibility Statement means the statement of eligibility criteria for membership in the form approved by the Trustees from time to time;

Office means the registered office of the Charity;

Ordinary resolution has the meaning given in section 282 of the Companies Act 2006;

Participate in relation to a Trustees' meeting, has the meaning given in Article 26;

Relevant officer means any person who is or was at any time a Trustee, secretary or other officer (except an auditor) of the Charity or any undertaking in the same group as the Charity;

Seal means the common seal of the Charity if it has one;

Secretary means the secretary of the Charity of any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

Special resolution has the meaning given in section 283 of the Companies Act 2006;

Trustees means the directors of the Charity (and trustee has a corresponding meaning);

United Kingdom means Great Britain and Northern Ireland; and

Writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 The relevant model articles (within the meaning of section 20 of the Companies Act 2006) are excluded.
- 1.3 Unless the context otherwise requires, other words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Charity.
- 1.4 Except where the contrary is stated or the context otherwise requires, any reference in the articles to a statute or statutory provision includes any order, regulation, instrument or other subordinate legislation made under it for the time being in force, and any reference to a statute, statutory provision, order, regulation, instrument or other subordinate legislation includes any amendment, extension, consolidation, re-enactment or replacement of it for the time being in force.
- 1.5 Words importing the singular number only include the plural and vice versa. Words importing the masculine gender include the feminine and neuter gender. Words importing persons include corporations.

2 **Objects**

The Charity's objects ('the **Objects**') are specifically restricted to promoting the care, welfare, interest, treatment and education of young persons and adults with motor dysfunction in particular by the promotion and provision of facilities for Conductive Education.

3 Powers

3.1 In furtherance of the Objects set out in Article 2, the Charity has the following powers:

- 3.1.1 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 Charity;
- 3.1.2 to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- 3.1.3 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- 3.1.4 subject to Article 4 below to employ such staff, who shall not be Trustees of the Charity (hereinafter referred to as "the Trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary
- 3.1.5 provision for the payment of pensions and superannuation to staff and their dependants;
- 3.1.6 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 3.1.7 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 3.1.8 to pay out of funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- 3.1.9 to do all such other lawful things as are necessary for the achievement of the Objects; and
- 3.1.10 subject to such consents as may be required by law, to borrow money and to charge all or any part of the property of the charity with repayment of the money so borrowed.

4 Prohibition on distributions

4.1 The income and property of the Charity shall be applied solely in promoting the Objects of the Charity as set out in Article 2.

- 4.2 No dividends or bonus may be paid or capital otherwise returned to the Members of the Charity, and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity except in accordance with the provisions of articles 35 and 36.

5 Liability of Members

- 5.1 The liability of each Member is limited. Each Member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the following:

- 5.1.1 the Charity's debts and liabilities contracted before he or she ceases to be a Member;
- 5.1.2 the costs, charges and expenses of winding up; and
- 5.1.3 the adjustment of the rights of the contributories among themselves.

6 Winding up

If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 6 above, chosen by the Members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

7 Applications for membership

- 7.1 No person shall become a Member of the Charity unless:
- 7.1.1 that person fulfils the eligibility criteria set out in the Charity's Membership Eligibility Statement; and
 - 7.1.2 that person has received written approval of their application to become a Member from the Trustees.
- 7.2 The Trustees have the discretion to approve or deny an application for membership.

8 Termination of membership

- 8.1 Membership will terminate automatically if:
- 8.1.1 a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
 - 8.1.2 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;

- 8.1.3 a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally; or
 - 8.1.4 the Trustees make a decision in accordance with article 34.1.6 to terminate the membership.
- 8.2 The Members may agree by passing a special resolution to appoint such additional Members as they think fit, subject to approval by the Trustees.
- 8.3 The Members may agree by passing a special resolution to remove any Member(s), subject to approval by the Trustees. The Member whose proposed removal is the subject of the resolution shall not be entitled to vote on that resolution.
- 9 General meetings**
- 9.1 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year.
- 9.2 No more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next.
- 9.3 The annual general meeting shall be held at such times and places as the Trustees shall appoint.
- 9.4 Members may request the Trustees to call a general meeting. The Trustees shall proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any Member of the Charity may call a general meeting.
- 10 Notice of general meetings**
- 10.1 An annual general meeting and an extraordinary general meeting called to appoint a person as a Trustee shall be called by at least twenty-one days' notice.
- 10.2 All other extraordinary general meetings shall be called by at least fourteen clear days' notice.
- 10.3 A general meeting may be called by shorter notice if it is so agreed:
 - 10.3.1 in the case of an annual general meeting, by all the Members entitled to attend and vote; and
 - 10.3.2 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 percent of the total voting rights at the meeting of all the Members.
- 10.4 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.

- 10.5 The notice shall be given to all the Members and to the Trustees and auditors.
- 10.6 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.
- 11 Attendance and speaking at general meetings**
- 11.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 11.2 A Trustee shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 11.3 A person is able to exercise the right to vote at a general meeting when:
- 11.3.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 11.3.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 11.4 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 11.5 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 11.6 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 12 Quorum for general meetings**
- 12.1 No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 12.2 No less than one third of persons entitled to vote upon the business to be transacted, each being a Member or a duly authorised representative shall constitute a quorum.
- 13 Chairing general meetings**
- 13.1 If the Trustees have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so.

13.2 If the Trustees have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within fifteen minutes of the time at which a meeting was due to start, the Trustees present shall elect one of their number to be Chairman. If there is only one Trustee present and willing to act, he shall be Chairman.

13.3 If no Trustee is willing to act as Chairman, the Members present and entitled to vote shall choose one of their number to be Chairman.

14 Adjournment

14.1 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.

14.2 No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place.

14.3 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.

14.4 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.

15 Sub-committees

The Trustees may appoint one or more sub-committees consisting of three or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees.

16 Voting: general

16.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with Article 18.

16.2 All acts done by a meeting of the Trustees, or of a sub-committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

16.3 Unless a poll is duly demanded, the following shall be conclusive evidence of the passing of a resolution without proof of the number or proportion of the votes recorded in favour of or against:

16.3.1 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

16.3.2 an entry to that effect in the minutes of the meeting.

17 Votes of Members

17.1 Every Member shall have one vote.

17.2 No Member shall be entitled to vote unless all moneys then payable by him to the Charity have been paid.

17.3 Any objection made in relation to a Member's ability to vote shall be referred to the Chairman whose decision shall be final and conclusive.

17.4 A representative from a Member organisation may vote on any matter at any meeting of the Charity *providing that notice of the representative holding authority to do so is received* by the Charity before the commencement of the meeting. The representative may exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual Member.

18 Poll voting

18.1 A poll may be demanded by:

18.1.1 the Chairman; or

18.1.2 at least two Members having the right to vote at the meeting; or

18.1.3 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.

18.2 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 is made.

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

18.4 In the case of an equality of votes, the Chairman shall have a casting vote in addition to any other vote he may have.

18.5 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately.

18.6 A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs and not being more than thirty-five days after the poll is demanded.

-
- 18.7 If the time and date at which a poll is to be taken are not announced at the meeting at which it is demanded, at least seven clear days' notice shall be given specifying the time and date.

19 Errors and disputes

- 19.1 No objection may be raised to the qualification of any person voting at a 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 is valid.

- 19.2 Any such objection must be referred to the Chairman of the meeting, whose decision is final.

20 Trustees

The number of Trustees shall be not less than three and, unless otherwise determined by an ordinary resolution or a decision of the Trustees in accordance with Article 23, shall not be more than ten.

21 Trustees' general authority

Subject to the Articles, the Trustees are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity.

22 Trustees may delegate

- 22.1 Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles:

22.1.1 to such person or committee;

22.1.2 by such means (including by power of attorney);

22.1.3 to such an extent;

22.1.4 in relation to such matters or territories; and

22.1.5 on such terms and conditions as they think fit. The power to delegate shall be effective in relation to the powers, authorities and discretions of the Trustees generally and shall not be limited by the fact that in certain of the Articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the Trustees or by a committee authorised by the Trustees.

- 22.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.

- 22.3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

23 Trustees to take decisions collectively

23.1 The general rule about decision-making by Trustees is that any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 24.

23.2 If:

23.2.1 the Charity only has one Trustee; and

23.2.2 no provision of the articles requires it to have more than one Trustee,
the general rule does not apply, and the Trustee may take decisions without regard to any of the provisions of the articles relating to Trustees' decision-making.

24 **Unanimous decisions**

24.1 A decision of the Trustees is taken in accordance with this article when all Eligible Trustees indicate to each other by any means that they share a common view on a matter.

24.2 Such a decision may take the form of a resolution in writing signed by each Eligible Trustee (whether or not each signs the same document) or to which each Eligible Trustee has otherwise indicated agreement in writing.

24.3 References in the Articles to Eligible Trustees are to Trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a Trustees' meeting (but excluding any Trustees whose vote is not to be counted in respect of that particular matter).

24.4 A decision may not be taken in accordance with this Article if the Eligible Trustees would not have formed a quorum at such a meeting.

25 **Calling a Trustees' meeting**

25.1 Any Trustee may call a Trustees' meeting by giving notice of the meeting to the Trustees or by authorising the secretary (if any) to give such notice.

25.2 Notice of any Trustees' meeting must indicate:

25.2.1 its proposed date and time;

25.2.2 where it is to take place; and

25.2.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

25.3 Notice of a Trustees' meeting need not be in writing and must be given to each Trustee provided that, if a Trustee is absent (whether habitually or temporarily) from the United Kingdom, the Charity has an address for sending or receiving documents or information by electronic means to or from that Trustee outside the United Kingdom.

26 **Participation in Trustees' meetings**

-
- 26.1 Subject to the articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when
- 26.1.1 the meeting has been called and takes place in accordance with the articles, and
- 26.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 26.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 26.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 27 Quorum for Trustees' meetings**
- 27.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 27.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees but shall not be less than one third of their number, whichever is the greater.
- 27.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision
- 27.3.1 to appoint further Trustees to fill the vacancies at the Trustees' meeting; or
- 27.3.2 to call a general meeting.
- 28 Chairing of Trustees' meetings**
- 28.1 The Trustees may appoint a Trustee to chair their meetings.
- 28.2 The person so appointed for the time being is known as the Chairman.
- 28.3 The Trustees may terminate the Chairman's appointment at any time.
- 28.4 If no Trustee has been appointed Chairman, or the Chairman is unwilling to chair the meeting or is not participating in a Trustees' meeting within five minutes of the time at which it was to start, the participating Trustees may appoint one of themselves to chair it.
- 29 Casting vote**
- 29.1 If the numbers of votes for and against a proposal are equal, the Chairman or other Trustee chairing the meeting has a casting vote.
- 29.2 But this does not apply if, in accordance with the Articles, the Chairman or other Trustee chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

30 Trustees' interests

Except to the extent that Article 31 applies or the terms of any authority given under that article otherwise provide, and without prejudice to such disclosure as is required under the Companies Act 2006, a Trustee may be a party to, or otherwise interested in, any transaction or arrangement with the Charity and shall be entitled to participate in the decision-making process for quorum and voting purposes on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty that conflicts or may conflict with the interests of the Charity.

31 Trustees' conflicts of interest

31.1 Subject to the provisions of the Companies Act 2006 and provided that he has disclosed to the Trustees the nature and extent of any material interest of his, a Trustee may, notwithstanding his office or that, without the authorisation conferred by this article 31.1, he would or might be in breach of his duty under the Companies Act 2006 to avoid conflicts of interest, be a Trustee or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any undertaking in the same group as the Charity, or promoted by the Charity or by any undertaking in the same group as the Charity, or in which the Charity or any undertaking in the same group as the Charity is otherwise interested.

31.2 No Trustee shall:

31.2.1 by reason of his office, be accountable to the Charity for any benefit which he derives from any office or employment, or from any transaction or arrangement, or from any interest in any undertaking, that is authorised under article 31.1 (and no such benefit shall constitute a breach of the duty under the Companies Act 2006 not to accept benefits from third parties, and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit);

31.2.2 be in breach of his duties as a Trustee by reason only of his excluding himself from the receipt of information, or from participation in decision-making or discussion (whether at meetings of the Trustees or otherwise), that will or may relate to any office, employment, transaction, arrangement or interest that is authorised under article 31.1; or

31.2.3 be required to disclose to the Charity, or use in relation to the Charity's affairs, any confidential information obtained by him in connection with any office, employment, transaction, arrangement or interest that is authorised under article 31.1 if his doing so would result in a breach of a duty or an obligation of confidence owed by him in that connection.

- 31.3 A general notice given to the Trustees that a Trustee is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Trustee has an interest in any such transaction of the nature and extent so specified; and an interest of which a Trustee has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
- 31.4 The Trustees may, if the quorum and voting requirements set out below are satisfied, authorise any matter that would otherwise involve a Trustee breaching his duty under the Companies Act 2006 to avoid conflicts of interest, and any Trustee (including the Trustee concerned) may propose that the Trustee concerned be authorised in relation to any matter the subject of such a conflict provided that:
- 31.4.1 such proposal and any authority given by the Trustees shall be effected in the same way that any other matter may be proposed to and resolved upon by the Trustees under the provisions of the Articles, except that the Trustee concerned and any other Trustee with a similar interest:
- 31.4.1.1 shall not be counted for quorum purposes as participating in the decision-making process while the conflict is under consideration;
- 31.4.1.2 may, if the other Trustees so decide, be excluded from participating in the decision-making process while the conflict is under consideration; and
- 31.4.1.3 shall not vote on any resolution authorising the conflict except that, if any such Trustee does vote, the resolution will still be valid if it would have been agreed to if his votes had not been counted; and
- 31.4.2 where the Trustees give authority in relation to such a conflict:
- 31.4.2.1 they may (whether at the time of giving the authority or at any time or times subsequently) impose such terms upon the Trustee concerned and any other Trustee with a similar interest as they may determine, including, without limitation, the exclusion of that Trustee and any other Trustee with a similar interest from the receipt of information, or participation in any decision-making or discussion (whether at meetings of the Trustees or otherwise) related to the conflict;
- 31.4.2.2 the Trustee concerned and any other Trustee with a similar interest will be obliged to conduct himself in accordance with any terms imposed from time to time by the Trustees in relation to the conflict but will not be in breach of his duties as a Trustee by reason of his doing so;

- 31.4.2.3 the authority may provide that, where the Trustee concerned and any other Trustee with a similar interest obtains information that is confidential to a third party, the Trustee will not be obliged to disclose that information to the Charity, or to use the information in relation to the Charity's affairs, where to do so would amount to a breach of that confidence;
 - 31.4.2.4 the authority may also provide that the Trustee concerned or any other Trustee with a similar interest shall not be accountable to the Charity for any benefit that he receives as a result of the conflict;
 - 31.4.2.5 the receipt by the Trustee concerned or any other Trustee with a similar interest of any remuneration or benefit as a result of the conflict shall not constitute a breach of the duty under the Companies Act 2006 not to accept benefits from third parties;
 - 31.4.2.6 the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and
 - 31.4.2.7 the Trustees may withdraw such authority at any time.
- 31.5 Subject to article 31.6, if a question arises at a meeting of Trustees or of a committee of Trustees as to the right of a Trustee to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman, whose ruling in relation to any Trustee other than the Chairman is to be final and conclusive.
- 31.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Trustees at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 32 Methods of appointing and removing Trustees**
- 32.1 No person shall become a Trustee of the Charity unless:
- 32.1.1 that person has made a formal application in line with the Charity's Trustee and Governor Application Protocol; and
 - 32.1.2 that person has received written approval of their application to become a Trustee from the Trustees.
- 32.2 The Trustees have the discretion to approve or deny an application to be a Trustee.
- 32.3 No person may be appointed as a Trustee:
- 32.3.1 if they are under the age of 18 years unless the Charity is a registered Charity;

- 32.3.2 in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 34;
 - 32.3.3 until they have provided the Charity with an up-to-date enhanced Disclosure and Barring Check Certificate demonstrating that they are not the subject of any criminal convictions or offences
- 32.4 The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees.
- 32.5 An additional Trustee who is so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 33 **Retirement of Trustees by rotation**
- 33.1 At the third annual general meeting all the Trustees shall retire from office, and at every subsequent third annual general meeting the Trustees shall retire from office.
- 33.2 If the Charity at the meeting at which a Trustee retires by rotation, does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.
- 34 **Termination of Trustee's appointment**
- 34.1 A person ceases to be a Trustee as soon as:
 - 34.1.1 that person ceases to be a Trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a Trustee by law;
 - 34.1.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions;
 - 34.1.3 becomes, in the opinion of all his co-Trustees, physically or mentally incapable of discharging his duties as a Trustee;
 - 34.1.4 notification is received by the Charity from the Trustee that the Trustee is resigning from office, and such resignation has taken effect in accordance with its terms;
 - 34.1.5 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; or

34.1.6 is removed from trusteeship by a vote the Members that it is in the best interests of the charity that his or her or trusteeship is terminated. A decision to remove a Trustee may only be passed if:

34.1.6.1 a majority of the Members, vote in favour of removal of the Trustee;

34.1.6.2 the Trustee has been given at least fourteen days' notice in writing of the general meeting of the Members at which the decision will be proposed and the reasons why it is to be proposed; and

34.1.6.3 the Trustee or, at the option of the Trustee, the Trustee's representative (who need not be a Trustee of the charity) has been allowed to make representations to the meeting.

35 Trustees' expenses

35.1 The Charity may pay any reasonable expenses which the Trustees (and any alternate Trustees or secretary) properly incur in connection with their attendance at:

35.1.1 meetings of Trustees or committees of Trustees,

35.1.2 general meetings,

35.1.3 separate meetings of the holders of debentures of the Charity,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Charity.

36 Trustees' appointments to an Executive Office

36.1 Subject to the provisions of the Act, the Trustees may appoint one or more of their number to an executive office provided that:

36.1.1 no Trustee shall be remunerated in respect of the duties and responsibilities they hold in their role as a Trustee;

36.1.2 the remuneration received by the Trustee be solely in respect of their executive office and the duties, tasks and responsibilities required by their executive role; and

36.1.3 the appointment of the Trustee to executive office be for a fixed term of no longer than 6 months.

36.2 Except to the extent permitted by clause 35.1 and 36.1.2, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

37 Company seals

37.1 The Seal shall only be used by the authority of the Trustees or by a committee authorised by the Trustees.

37.2 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 Secretary or by a second Trustee.

38 Minutes

38.1 The Trustees must keep minutes of all:

38.1.1 Appointments or removal of Trustees voted for by the Trustees;

38.1.2 Proceedings at meetings of the charity; and

38.1.3 Meetings of the Trustees including:

38.1.3.1 the names of the Trustees present at the meeting;

38.1.3.2 the decision made at the meetings; and

38.1.3.3 where appropriate, the reasons for the decisions made at the meetings.

39 Accounts

39.1 The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

39.2 The Trustees must keep accounting records as required by the Companies Acts.

39.3 A copy of the Charity's latest available statement of account shall be supplied on request to any Member, or to any other person who makes a written request and pays the Charity's reasonable costs of fulfilling the request, within two months of such request.

39.4 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Charity, no person is entitled to inspect any of the Charity's accounting or other records or documents merely by virtue of being a Member.

40 Annual Report and Return and Register of Charities

40.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:

40.1.1 transmission of a copy of the statements of account to the Commission;

40.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;

40.1.3 preparation of an Annual Return and its transmission to the Commission.

40.2 The Trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

41 **Secretary**

Subject to the Act, the Secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

42 **Indemnity**

Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement 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 Charity.

43 **Rules**

43.1 The Trustees may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of the membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or by-laws regulate:

43.1.1 the admission and classification of Members of the Charity (including the admission of organisations to memberships) 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;

43.1.2 the conduct of Members of the Charity in relation to one another; and to the Charity's servants;

43.1.3 the setting aside of the whole or any part of parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

43.1.4 the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;

43.1.5 generally, all such matters as are commonly the subject matter of Charity rules.

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

44 **Disputes**

If a dispute arises between the Trustees or Governors, about the validity or propriety of anything done by the Trustees or Governors under the Articles, and the dispute cannot be resolved by agreement, the parties should use their best endeavours to resolve the dispute in good faith by mediation.

45 **Governance**

45.1 Definitions and Interpretations applying to this Article 45

Chief Executive means the Charity's Chief Executive;

Governing Body means the School's Board of Governors;

Governor means a Governor of the Governing Body;

Headteacher means the Headteacher of the School;

NGA means National Governors' Association,

Regulations means The Education (Non-Maintained Special Schools) (England) Regulations 2011;

School means Paces High Green School, Pack Horse Lane, Sheffield, S35 3HY;

Trustees means the Trustees of the Charity

45.2 Appointment of Governors

45.2.1 No person shall become a Governor of the School unless:

45.2.1.1 that person complies with the Trustee and Governor Application Protocol; and

45.2.1.2 that person has received written approval of their application to become a Governor of the School from the Trustees.

45.2.2 The Trustees have the discretion to deny or approve an application to be a Governor.

45.3 Role of the Governing Body

45.3.1 The Governing Body has three core functions for the School:

- 45.3.1.1 setting the strategic direction;
- 45.3.1.2 holding the Headteacher to account for improving the School; and
- 45.3.1.3 ensuring financial health, probity and value for money.
- 45.3.2 It is the aim of the Governing Body to ensure that financial resources available to the School are used in an efficient manner to ensure that value for money is achieved. The Headteacher, in consultation with the Governing Body, is therefore responsible for the detailed preparation of a draft annual school budget which is to be approved by the Governing Body by 31st January each year so that it can be placed before the Trustees. In producing the annual school budget, consideration should be given to the following:
 - 45.3.2.1 Any additional spending needs for the School should be included within the annual school budget and should be clearly highlighted to the Trustees for their consideration and approval; and
 - 45.3.2.2 Once additional spending needs have been approved by the Trustees, the funds shall be made available to the Governing Body and the School for expenditure within the School during that financial year
- 45.3.3 The Governing Body's role is therefore strategic and can be distinguished from the role of the Headteacher whose role is management. Further detailed guidance can be found in the guidance issued by the NGA and others: What governing bodies should expect from school leaders and what school leaders should expect from governing bodies.
- 45.4 Proceedings and Composition of the Governing Body
 - 45.4.1 The Regulations impose minimum standards for the composition of the Governing Body. In summary, the Chair of the Governing Body will be required to be suitable as defined by the Regulations and the Governing Body members will comprise as a minimum:
 - 45.4.1.1 at least one member appointed by one or more local authority,
 - 45.4.1.2 at least one member elected by teachers at the school from among their number, and
 - 45.4.1.3 at least two members elected by, or appointed to represent, parents of children at the school;
 - 45.4.2 The Regulations set out which parents are eligible for appointment under 45.4.1.3 above.
 - 45.4.3 The Governing Body will initially comprise the following:

- 45.4.3.1 the Chair of Governors;
 - 45.4.3.2 two Deputy Chairs of Governors;
 - 45.4.3.3 the Chief Executive;
 - 45.4.3.4 the Headteacher;
 - 45.4.3.5 two School Staff Representatives;
 - 45.4.3.6 one Local Authority Appointed Representative;
 - 45.4.3.7 one Designated Safeguarding Lead; and
 - 45.4.3.8 two Parent Representatives.
- 45.4.4 To ensure the required skills set is available, the Governing Body will be required to consist of members with financial, legal, education, teaching, health and business knowledge at all times. The process of recruitment will have regard to these requirements.
- 45.4.5 The Governing Body operates an equal opportunities policy and welcomes candidates from all backgrounds irrespective of Gender, Age, Disability, Gender Reassignment, Pregnancy and Maternity, Marriage and Civil Partnership, Race, Religion or belief, Sexual Orientation.
- 45.4.6 The Chair of Governors will be a Trustee who is selected by the Trustees in accordance with article 23.
- 45.4.7 One Deputy Chair of Governors will be a Trustee who is selected by the Trustees in accordance with article 23 and one will be a Governor who is elected by the Governors from among their number.
- 45.4.8 The Chair of Governors will serve on the Governing Body for the duration of their term as a Trustee.
- 45.4.9 The Chief Executive will serve on the Governing Body for the duration of their appointment as Chief Executive.
- 45.4.10 The Headteacher will serve on the Governing Body for the duration of their appointment as Headteacher.
- 45.4.11 All other Governors will serve on the Governing Body for a period of one year after which time they will be required to resign and, if choosing to do so, nominate themselves for re-appointment or re-election by the Trustees. Each Governor in this category may serve for a maximum of four years, unless otherwise decided by the Trustees.

- 45.4.12 The Chair of Governors will have the power to act in an emergency and report the use of this power at the next meeting of the Governing Body or sooner if *considered appropriate*.
- 45.4.13 Meetings will be convened four times a year during each school term and one during the summer before the start of the new academic year.
- 45.4.14 The Governors can expect 7 clear days' notice of a meeting.
- 45.4.15 A meeting of the Governing Body will be quorate if at least six Governors are present.
- 45.4.16 Each Governor will hold one vote and may vote by proxy by delegating that function to another of the Governors.
- 45.4.17 The agenda for each meeting will be set by the Chair of Governors who will consult the Headteacher.
- 45.4.18 Any Governor will be entitled to ask the Chair of Governors to include an item on the agenda. The Chair will agree to this unless they consider the item to be unsuitable or inappropriate and will notify the Governor accordingly.
- 45.4.19 The agenda for each meeting and any accompany document will be circulated to the Governing body at least 7 days before a meeting
- 45.4.20 The Governors will adhere to the Charity's Conflicts of Interest Policy.
- 45.4.21 The Governors will have a duty to notify the Chair of Governors if they believe that they no longer meet the standards of suitability set out in the Regulations or believe themselves to be unsuitable for any other reason to serve on the Governing Body. The Chair of Governors will inform the Trustees of any disclosure made.
- 45.4.22 The Trustees, or the Chair of Governors if there is a need to act in an emergency, may terminate a Governor appointment at any time should it transpire that they are no longer suitable to serve on the Governing Body by reason of failing to meet the standards set out in the Regulations or as otherwise decided by the Trustees.
- 45.4.23 Any Governor, other than the Trustees, the Chief Executive; and the Headteacher, who wishes to resign before the end of their term will be required to notify the Chair of Governors in writing and provide, wherever possible, three months' notice.
- 45.4.24 All new Governors will receive an induction by the Chair of Governors
- 45.4.25 The Governors will be supported in their duties by a Clerk or Governance Officer.

45.5 Code of Governance

- 45.5.1 The Governing Body will govern the School in accordance with the NGA's A Framework for Governance: A flexible guide to strategic planning issued in January 2015.
- 45.5.2 The Governing Body may have regard to any good practice set out in the Governor's Handbook issued by the Department of Education in January 2015 which is written for maintained schools, academies and free schools.
- 45.5.3 The Governing Body will agree the strategic plan, which will meet the objectives of the Charity: to promote the care, welfare, interest, treatment and education of persons with motor dysfunction in particular by the promotion and provision of facilities for conductive education. The strategic plan will be reviewed at least annually.

45.6 Headteacher's Responsibilities

- 45.6.1 The Headteacher and his senior management team will produce a school development plan, which will be reviewed at the end of each year by the Governing Body.
- 45.6.2 The Headteacher will produce a report for each meeting summarising key points on the implementation of the School's strategy, school development plan, financial performance and key performance indicators, together with any other matter that they consider appropriate to bring to the attention of the Governing Body.
- 45.6.3 The Headteacher will produce an end of year report for the Governing Body summarising all of the above and it will include any recommended changes to the School's strategy.

45.7 Code of Conduct

- 45.7.1 The Governing Body has adopted the NGA's Code of Conduct for School Governing Boards and every Governor will be required to comply with it.
- 45.7.2 The Chair of the Governing Body reserves the right to terminate a Governor appointment for non-compliance with the code.

45.8 Miscellaneous

- 45.8.1 The Governors will be required to comply with any training programme implemented by the Governing Body.
- 45.8.2 The Governors are welcome and encouraged to visit the School, but must first make arrangements with the Headteacher, when they will be guided by a member of the School's or the Charity's staff.

- 45.8.3 The Governors will be subscribed and have access to the Key for School Governors online resource where they may keep themselves updated on topical issues and news. Login details will be available from the Headteacher.

PACES SHEFFIELD

Charity No: 1104356 Company No: 4793176

Minutes of the 2018 Annual General Meeting held on Monday 22nd October 2018
at Paces Sheffield

Present: Ann Menzies-Blythe (Trustee/Member))
Norma Brindley (Trustee/Member)
Suzanne Munroe (Trustee/Member)
Walter Hirst (Trustee/Member)
Lillian France (Trustee/Member)
Dr Spencer Pitfield (Member)
Janet Baker (Trustee/Member)
Alex Guy (Trustee/Member)
Angela Sandhal (Trustee/Member)
Colin Harris (Trustee/Member)
Gabor Fellner (Member)
Stuart Dodd (Member)
Jan Tippett (Member)

Apologies: Charlotte Kukstas (Member)

In attendance: Karen Bailey (Company Secretary/Clerk)
Helen Matthews (Schofield Sweeney)

The meeting began at 6.00pm when Anne Menzies-Blythe (AMB), Chair of the Board of Trustees, welcomed everyone to the AGM.

1	Apologies
2	
3	

4	
5	<p>Proposed new Memorandum & Articles of Association for Paces Sheffield</p> <p>These have been the subject of consultation which many people round the table will have been involved in. They've also been accepted by the Trustees.</p> <p>SP advised that one of the main reasons for bringing forward the new Memo & Arts is because the current version does not reference the school Governing Body. Although this new version may not be perfect, it's a big step forward. SP thanked Helen Matthews for her support with this work.</p> <p>The meaning of the new Memo & Arts is to make sure there is a correct relationship between the charity (Trustees) and the school and its Governors. Within the document is quite a large sub section which refers to the Head Teacher and his responsibility and the Governors' responsibility.</p> <p>There has been one additional change, which is to have a Chair of Governors and two Deputy Chair of Governors. One Deputy Chair will be nominated by the Trustees, so there is a link between the Board of Trustees and the Governing Body and the second Deputy Chair will be elected from within the Governing Body.</p> <p>The role of the Memo of Arts is to try and give the Governing Body and the school more autonomy within the organisation.</p> <p>There is also a threshold within the document for the school to make sure its financial needs are highlighted correctly by 31st January. The school's budget will then feed into the Trustees' budget and will all come together for 1st April.</p> <p>The document will need to be reviewed after one year by Trustees and Governors to see what's working and what isn't. SP hopes that Trustees, Members and Governors will see this as a positive step forward.</p> <p>Members unanimously agreed to the adoption of the new Memorandum & Articles of Association.</p>
6	
7	