

Company No. 5102934

THE COMPANIES ACT 1985

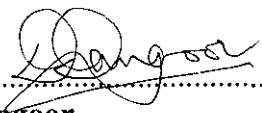
PRIVATE COMPANY LIMITED BY GUARANTEE

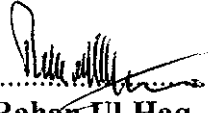
THE WESTMINSTER ACADEMY (WESTBOURNE GREEN) (THE "COMPANY")

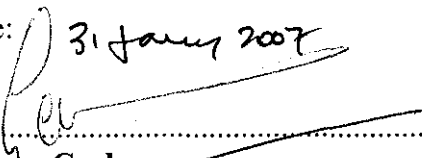
WRITTEN RESOLUTIONS

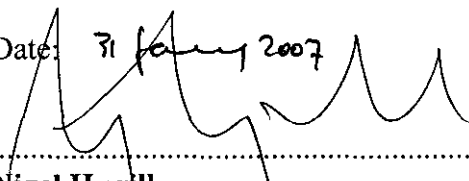
We, the undersigned, being all those members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolutions as written resolutions of the Company pursuant to Article 6.14 of the articles of association, and agree that the said resolutions shall be valid and effective as if the said resolutions had been passed at a general meeting of the Company duly convened and held:

1. **THAT** the memorandum of association of the Company be amended in the manner set out in the document annexed hereto.
2. **THAT** new articles of association of the Company in the form of the printed document annexed hereto be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.


.....
David Dangoor


.....
Rahan Ul-Haq

Date: 31 Jan 2007

.....
George Cochrane

Date: 31 Jan 2007

.....
Nigel Hugill

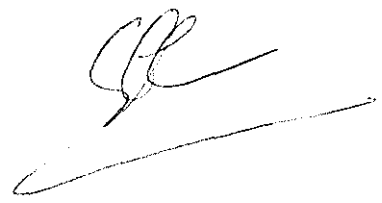
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COMPANY NUMBER: 5102934
THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE WESTMINSTER ACADEMY (WESTBOURNE GREEN)
(Amended by special resolution passed on 31 *July* 2007)

Lewis Silkin LLP
5 Chancery Lane
Clifford's Inn
London EC4A 1BL

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THE COMPANIES ACTS 1985 AND 1989
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
THE WESTMINSTER ACADEMY (WESTBOURNE GREEN)
(Amended by special resolution passed on 31 January 2007)

1. The Company's name is The Westminster Academy (Westbourne Green) (and in this document it is called "the Company").
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects ("the Objects") are to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing a school offering a broad curriculum with an emphasis on, but in no way limited to business studies and education in the organisation, method and practice of international commerce and industry and in all subjects related thereto ("the Academy").
4. In furtherance of the Objects but not further or otherwise the Company may exercise the following powers:-
 - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;
 - (b) to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (d) subject to clause 5(g) below, to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants: Provided

that such staff shall not be Directors of the Company ("Directors"), save for the head teacher of the Academy and staff or teacher Directors elected in accordance with the Company's Articles of Association (as amended from time to time);

- (e) to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects;
- (f) to co-operate with other charities, other independent and maintained schools, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;
- (g) to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (h) to establish, maintain, carry on, manage and develop the Academy at Westbourne Green, Westminster;
- (i) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils;
- (j) to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- (k) to carry out research into the development and application of new techniques in education in particular in relation to the Academy's area of curricular specialisation and to its approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in Academies;
- (l) subject to such consents as may be required by law to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Company may think fit;
- (m) to invest the moneys of the Company not immediately required for the furtherance of its Objects in or upon such investments, securities or property as may be thought fit, to hold the same as investments and to sell, exchange, carry and dispose of the same, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

(n) subject to the provisions of the Companies Act 1985 (as amended from time to time) to provide indemnity insurance and/or make loans to cover the liability of Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as Directors;

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

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

5. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members of the Company, and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. Provided that nothing in this document shall prevent the payment in good faith by the Company:-

(a) of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(b) of reasonable and proper remuneration for any services rendered to the Company by any Member, officer or servant of the Company who is not a Director;

(c) of interest on money lent by any Member of the Company or Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the

published base lending rate of a clearing bank to be selected by the Directors;

- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;
- (e) of reasonable and proper rent (as determined by an independent valuer appointed by the Company) for premises demised or let by any member of the Company or a Director;
- (f) to any Director of reasonable out-of-pocket expenses;
- (g) of reasonable and proper remuneration to any Director of the Academy who is employed by the Company at the Academy established or continued by the Company: Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment, remuneration or terms or conditions specific to him or her at the Academy are under discussion;
- (h) of any premium in respect of any indemnity insurance and/or any loan made to a director to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not, and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as Directors.

- 6. The liability of the members of the Company is limited.
- 7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company'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 Company's debts and liabilities before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. If the Company is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, 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 Company by clause 4 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.
9. No alteration or addition shall be made to or in the provisions of the Memorandum or Articles of Association which would have the effect (a) that the Company would cease to be a company to which section 30 of the Companies Act 1985 applies; or (b) that the Company would cease to be a charity.

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COMPANY NUMBER : 5102934
THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE WESTMINSTER ACADEMY (WESTBOURNE GREEN)
(Adopted by special resolution passed on *31 January* 2007)

Lewis Silkin LLP
5 Chancery Lane
Clifford's Inn
London EC4A 1BL

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

OF
THE WESTMINSTER ACADEMY (WESTBOURNE GREEN)
(Adopted by special resolution passed on 31 January 2007)

INTERPRETATION

1. In these Articles:-

| | |
|----------------------|--|
| "the Act" | means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force; |
| "the Academy" | means The Westminster Academy as referred to in clause 3 of the Memorandum and established by the Company; |
| "the Articles" | means these articles of association of the Company; |
| "Associated Company" | means any other company which is for the time being and from time to time a subsidiary or associated undertaking of the Company (as defined in the Act); |
| "the Board" | means the board of Directors; |
| "clear days" | in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day of which it is given or on which it is to take effect; |
| "the Company" | means the company intended to be regulated by these Articles; |
| "the Memorandum" | means the memorandum of association of the Company; |
| "the Directors" | means the directors of the Company (and "Director" has a corresponding meaning); |
| "appointed Director" | means a sponsor, LEA, co-opted or additional Director appointed under these Articles; |
| "elected Director" | means a parent, teacher or staff Director elected under these Articles; |
| "Head Teacher" | means the head teacher of the Academy; |

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|----------------------|---|
| "the LEA" | means Westminster City Council; |
| "Member" | means a member of the Company and someone who as such is bound by the undertaking contained in clause 7 of the Memorandum; |
| "Principal Sponsor" | means the trustees of The Exilarch's Foundation from time to time; |
| "the Seal" | means the common seal of the Company if it has one; |
| "Secretary" | means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; |
| "Secretary of State" | means the Secretary of State for Education and Skills; |
| "Teacher" | means a teacher employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher of the Academy; |
| "the United Kingdom" | means Great Britain and Northern Ireland. |

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

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

OBJECTS

- The Company is established for the objects expressed in the Memorandum.

MEMBERS

- The Members of the Company shall comprise:
 - 1 person appointed by the Principal Sponsor; and
 - 1 person appointed by the Secretary of State.
- Each of the persons entitled to appoint members under article 3 shall have the right from time to time by written notice delivered to the Company's registered office to remove any Member appointed by him and, subject to compliance with article 6, to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.
- The Members may agree unanimously in writing to appoint such additional Members as they think fit and may unanimously in writing agree to remove any such additional Members.
- Every person nominated to be a Member of the Company shall either sign a written consent to become a Member or sign the register of members on becoming a Member.

7. The other Members may in their absolute discretion permit any Member to resign provided that after such resignation the number of Members is not less than one. A Member shall cease to be a Member immediately on the receipt by the Company of a notice in writing signed by the person entitled to remove him under Articles 4 or 5 provided that no such notice shall take effect when the number of Members is less than one unless it contains or is accompanied by the appointment of a replacement Member.
8. A Member's membership of the Company shall cease immediately on the receipt by the Company of a notice in writing signed by the person or persons entitled to remove him under Articles 4 or 5 provided that no such notice shall take effect when the number of Members is one unless it contains or is accompanied by the appointment of a replacement Member.

GENERAL MEETINGS

9. The Company shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
10. The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member may call a general meeting.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution appointing a person as a Director shall be called by at least 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.

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.

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

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a duly authorised representative of a Member organisation shall constitute a quorum.
14. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to *such time and place as the Directors may determine*.
15. The chairman, if any, of the Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for the holding the meeting and willing to act the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be the chairman.
16. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
17. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
18. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
19. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - (a) by the chairman; or
 - (b) by any Members having the right to vote at the meeting.
20. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried *by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution*.
21. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

22. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. A poll shall be taken immediately. 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.
24. 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.
25. A resolution in writing signed 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 signed by or on behalf of one or more Members.

VOTES OF MEMBERS

26. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have the following number of votes:-
 - (a) The person appointed by the Principal Sponsor – 3 votes;
 - (b) The person appointed by the Secretary of State – 1 vote.
27. 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 Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the 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.
28. No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
29. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

"I/We,, of, being a member/members of the above named trust, hereby

appoint of, or failing him, of as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on200[], and at any adjournment thereof.

Signed on 200[]"

30. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)-

"I/We,, of, being a member/members of the above-named trust, hereby appoint of, or failing him of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company, 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[]"

31. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by a notary or in some other way approved by the Directors may -
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company 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 Secretary or to any Director;

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

32. 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 Company 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.

33. Any organisation which is a Member may by resolution of its board of Directors or other Board authorise such person as it thinks fit to act as its representative at any meeting of the Company, 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.

DIRECTORS

34. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
35. Subject to article 37 the Company shall have the following Directors:
- (a) up to 9 sponsor Directors;
 - (b) 1 LEA Director;
 - (c) up to 2 parent Directors elected under article 41;
 - (d) 1 teacher Director elected under article 46;
 - (e) 1 support staff Director elected under article 49; and
- the Company may also have the following Directors:
- (f) up to 3 co-opted Directors appointed under article 52;
 - (g) any additional Director appointed under article 55.
36. The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under article 38 and shall be deemed to be sponsor Directors. Future sponsor Directors shall be appointed under article 38.
37. Future Directors required by article 35 shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Director to be appointed or elected due to the fact that the Academy is not yet established then the relevant article or part thereof shall not apply.

APPOINTMENT AND ELECTION OF DIRECTORS

38. The Principal Sponsor shall appoint the sponsor Directors and by notice in writing delivered to the Company's registered office.
39. The LEA may appoint the LEA Director by notice in writing delivered to the Company's registered office.
40. The Head Teacher shall be a member of the Board who shall be treated for all purposes as being an *ex officio* Director.

41. The elected parent Directors shall be elected by parents, carers or guardians of registered pupils at the Academy. A parent Director must be such a parent, carer or guardian at the time when he is elected. The number of parent Directors required shall be made up by parent Directors appointed by the Board if the number of parents, carers or guardians standing for election is less than the number of vacancies.
42. The Board shall make all necessary arrangements for, and determine all other matters relating to, an election of parent Directors, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of parent Directors which is contested shall be held by secret ballot.
43. The arrangements made for the election of a parent Director shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Company by a registered pupil at the Academy.
44. Where a vacancy for a parent Director is required to be filled by election, the Board shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
45. In appointing a parent Director the Board shall appoint a person who is the parent, carer or guardian of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent, carer or guardian of a child of compulsory school age.
46. The teacher Director shall be elected by the Teachers at the Academy. A teacher Director must be a Teacher at the time he is elected. If a teacher Director ceases to be a Teacher then he shall resign.
47. The Board shall determine, for the purposes of an election of teacher Directors, any question 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 the Academy.
48. The Board shall make all necessary arrangements for, and determine all other matters relating to, an election of teacher Directors. Any election of teacher Directors which is contested shall be held by secret ballot.
49. The support staff Director shall be elected by persons employed to work at the Academy otherwise than as Teachers. The support staff Director must be so employed at the time he is elected. If a support staff Director ceases to be employed otherwise than as a teacher at the Academy then he shall resign. For this purpose 'employed' means employed under a contract of employment or a contract for services.
50. The Board shall determine, for the purposes of an election of support staff Directors, any question whether a person is employed under a contract of employment or a contract for services at the Academy otherwise than as a Teacher.
51. The Board shall make all necessary arrangements for, and determine all other matters relating to, an election of staff Directors. Any election of staff Directors which is contested shall be held by secret ballot.

CO-OPTED DIRECTORS

52. The Board may appoint up to 2 co-opted Directors. A 'co-opted Director' means a person who is appointed to be a Director by being co-opted by Directors who have not themselves been so appointed.

APPOINTMENT OF ADDITIONAL DIRECTORS

53. The Secretary of State may give a warning notice to the Board where—

- (a) he is satisfied—

that the standards of performance of pupils at the Academy are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article 55, or

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

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

- (b) the Secretary of State has previously informed the Board of 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.

54. For the purposes of article 53 a 'warning notice' is a notice in writing by the Secretary of State setting out—

- (a) the matters referred to in Article 53(a);

- (b) the action which he requires the Board to take in order to remedy those matters; and

- (c) the period within which that action is to be taken by the Board ('the compliance period').

55. The Secretary of State may by notice in writing delivered to the Company's registered office appoint additional Directors as he thinks fit if the Secretary of State has:

- (a) given the Board a warning notice in accordance with article 53; and

- (b) the Board has failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period; and

- (c) the Secretary of State has given reasonable notice in writing to the Board that he proposes to exercise his powers under this article.

ALTERNATE DIRECTORS

56. Any Director (other than an alternate director) may appoint any other Director, or any other person approved by resolution of the Board and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
57. An alternate director shall be entitled to receive notice of all meetings of the Board and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
58. An alternate director shall cease to be an alternate director if his appointor ceases to be a Director.
59. Any appointment or removal of an alternate director shall be by notice to the company signed by the Director making or revoking the appointment or in any other manner approved by the Board.
60. Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

TERM OF OFFICE

61. The term of office for any Director shall be 4 years, save that this time limit shall not apply to the Head Teacher. Subject to remaining eligible to be a particular type of Director any Director may be re-appointed or re-elected.

RESIGNATION AND REMOVAL

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

DISQUALIFICATION OF DIRECTORS

65. No person shall be qualified to be a Director unless he is aged 18 or over at the date of his election or appointment. No pupil of the Academy shall be a Director.
66. A Director shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

67. A Director shall cease to hold office if he is absent without the permission of the Board from all their meetings held within a period of six months and the Directors resolve that his office be vacated.
68. A person shall be disqualified from holding or continuing to hold office as a Director if—
- (a) his estate has been sequestered and the sequestration has not been discharged, annulled or reduced; or
 - (b) *he is the subject of a bankruptcy restrictions order or an interim order.*
69. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
70. A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
71. A person shall be disqualified from holding or continuing to hold office as a Director 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.
72. A person is disqualified from holding or from continuing to hold office as a Director 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.
73. A person shall be disqualified from holding or continuing to hold office as a Director if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
74. A person shall be disqualified from holding or continuing to hold office as a Director where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence.
75. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he refuses a request by the Secretary to the Board, following a referral from either the Chair of Directors or the Head Teacher, to make an application under section 113 of the Police Act 1997, as amended for a criminal records certificate. That application will be at an enhanced disclosure level. A referral by the Chair of Directors or the Head Teacher shall be made where the person is in their opinion giving cause for concern or where his duties involve regularly caring for, training, supervising, or being in sole charge of persons under 18. In the event that the certificate discloses any information which would in the opinion of either the Chair of Directors or the Head Teacher confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be

disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

76. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the Secretary.
77. Articles 65 to 76 also apply to any member of any committee of the Directors who is not a Director and any alternative director who is not a Director.

SECRETARY

78. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be appointed by them. The Secretary shall not be a Director or the Head Teacher. Notwithstanding this article, the Board may, where the Secretary fails to attend a meeting of theirs, appoint any one of their number to act as Secretary for the purposes of that meeting.

CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD

79. The Directors shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number. A Director who is employed to work at the Academy shall not be eligible for election as chairman or vice-chairman.
80. Subject to article 79, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with that article.
81. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Secretary. The chairman or vice-chairman shall cease to hold office if—
- (a) he ceases to be a Director;
 - (b) he is employed to work at the Academy;
 - (c) he is removed from office in accordance with these Articles; or
 - (d) in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.
82. Where by reason of any of the matters referred to in article 81, a vacancy arises in the office of chairman or vice-chairman, the Directors shall at their next meeting elect one of their number to fill that vacancy.
83. 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.
84. Where in the circumstances referred to in article 83 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Directors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Director elected shall not be a person who is employed to work at the Academy.

85. The Secretary shall act as chairman during that part of any meeting at which the chairman is elected.
86. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
87. The Directors may remove the chairman or vice-chairman from office in accordance with this article:
- (a) a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Board shall not have effect unless—
 - (i) it is confirmed by a resolution passed at a second meeting of the Board held not less than fourteen days after the first 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 Board resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Director or Directors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

POWERS OF DIRECTORS

88. Subject to provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
89. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely:
- (a) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company 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 Company.
90. The Directors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the school and shall consider any advice given by the Head Teacher.
91. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All

cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the Directors in respect of their activities as Directors.

DIRECTORS' EXPENSES

92. The Directors may at the discretion of the Board be paid all reasonable and proper out of pocket travelling, hotel and other expenses, excluding foreign travel, properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
93. Except to the extent permitted by clause 5 of the Memorandum and subject to Articles 116 to 118, no Director shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Director in any contract to which the Company is a party.

THE MINUTES

94. The minutes of the proceedings of a meeting of the Board shall be drawn up and entered into a book kept for the purpose by the person acting as Secretary for the purposes of the meeting; and shall be signed (subject to the approval of the Board) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
- (a) all appointments of officers made by the Directors; and
 - (b) all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

DELEGATION

95. Subject to these Articles the Directors may delegate to any committee, any Director holding an executive office, or to the Head Teacher, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
96. Where any function of the Directors has been delegated under article 95 or is otherwise exercised by any committee, any Director holding an executive office, the Head Teacher or any Member, the person or committee to whom the function has been delegated, or who has otherwise exercised the function, shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the Directors immediately following the taking of the action or the making of the decision.

HEAD TEACHER

97. The Directors shall appoint the Head Teacher of the Academy. Subject to these Articles, the Head Teacher shall be responsible for the internal organisation, management and control of the Academy, the implementation of all policies approved of by the Directors and for the direction of the teaching and curriculum. For these purposes the Directors shall delegate those powers and functions required by the Head Teacher.

MEETINGS OF THE BOARD

98. Subject to these Articles, the Directors may regulate their proceedings as they think fit.
99. The Board shall hold at least one meeting in every school term. Meetings of the Board shall be convened by the Secretary. *In exercising his functions under this article the Secretary shall comply with any direction—*
- (a) given by the Board; or
 - (b) given by the chairman of the Board or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Board, so far as such direction is not inconsistent with any direction given as mentioned in (a).
100. Any three Directors may, by notice in writing given to the Secretary, requisition a meeting of the Board; and it shall be the duty of the Secretary to convene such a meeting as soon as is reasonably practicable.
101. Each Director shall be given at least fourteen clear days before the date of a meeting—
- (a) notice in writing thereof, signed by the Secretary, and sent to each Director at the address provided by each Director from time to time; and
 - (b) a copy of the agenda for the meeting;
- provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda therefore are given within such shorter period as he directs.
102. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda therefore.
103. A resolution to rescind or vary a resolution carried at a previous meeting of the Board shall not be proposed at a meeting of the Board unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
104. A meeting of the Board shall be terminated forthwith if—
- (a) the Board so resolve; or
 - (b) the number of Directors present ceases to constitute a quorum for a meeting of the Board in accordance with article 107, subject to article 109.
105. Where in accordance with article 104 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

106. Where the Board resolve in accordance with article 104 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Board shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Secretary to convene a meeting accordingly.
107. Subject to article 109 the quorum for a meeting of the Board, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting).
108. *The Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.*
109. The quorum for the purposes of—
- (a) appointing a parent Director;
 - (b) any vote on the removal of a Director in accordance with article 63;
 - (c) any vote on the removal of the chairman of the Board in accordance with Articles 63 and 81
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors entitled to vote on those respective matters.
110. Subject to these Articles, every question to be decided at a meeting of the Board shall be determined by a majority of the votes of the Members present and voting on the question.
111. The proceedings of the Board shall not be invalidated by—
- (a) any vacancy among their number, or
 - (b) any defect in the election, appointment or nomination of any Director.
112. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be valid and effective as if it had been passed at a meeting of Directors (or as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.
113. Subject to this article, the Board shall ensure that a copy of—
- (a) the agenda for every meeting of the Board;
 - (b) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
 - (c) the signed minutes of every such meeting; and
 - (d) any report, document or other paper considered at any such meeting,

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

114. There may be excluded from any item required to be made available in pursuance of article 113, any material relating to—
- (a) a named teacher or other person employed, or proposed to be employed, at the Academy;
 - (b) a named pupil at, or candidate for admission to, the Academy; and
 - (c) any matter which, by reason of its nature, the Board are satisfied should remain confidential.
115. Any Director shall be able to participate in meetings of the Board by telephone provided that he has given notice of his intention to do so detailing the telephone number on which he can be reached at the time of the meeting at least 48 hours before the meeting.
116. The Academy shall not enter into any contract or arrangement where a member of the Board has a duty or pecuniary interest (direct or indirect), which conflicts or may conflict with it. Any Director who has any such duty or pecuniary interest shall disclose that fact to the Board as soon as he becomes aware of it.
117. Without limitation to the generality of article 116, a Director shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Academy if:
- (a) he is a director or a member holding more than 1/100th of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - (b) he is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration or
 - (c) he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration.
118. For the purposes of Articles 116 and 117, an interest of a person who is, within the meaning of section 346 of the Act, connected with a Director shall be treated as an interest of the Director. This shall include:
- (a) that Director's spouse, child or stepchild; or
 - (b) a body corporate with which the Director is associated (i.e. if that Director and persons connected with him together are interested in shares comprising at least one fifth of the share capital of the company or are entitled to exercise more than one fifth of the voting power at any general meeting of that company); or

- (c) a person acting in his capacity as trustee of any trust the beneficiaries of which include:
 - (i) the Director, his spouse or any children or stepchildren of his; or
 - (ii) a body corporate with which he is associated; or
- (d) a person acting in his capacity as a partner of that Director or of any person who, by virtue of paragraphs (a), (b) or (c) above, is connected with that Director.

PATRONS AND HONORARY OFFICERS

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

THE SEAL

120. The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign *any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.*

ACCOUNTS

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

ANNUAL REPORT

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

ANNUAL RETURN

123. The Directors 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

124. Any notice to be given to or by any person pursuant to the Articles shall be in writing *except that a notice calling a meeting of the Directors need not be in writing.*
125. A notice may be given by the Company 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 Company 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 Company.
126. 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.*

127. 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

128. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer of the Company may be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, 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 Company.
129. Subject to the provisions of the Act and without prejudice to any other indemnity to which a Director may be entitled, every Director or other officer of the Company may be indemnified out of the Company's assets against any liability incurred by him:
- (a) in defending civil proceedings brought by a person other than the Company or an Associated Company connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; or
 - (b) in defending civil proceedings brought by the Company or an Associated Company (unless judgment is given against him and the judgment is final) connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; or
 - (c) in defending criminal proceedings (unless he is convicted and the conviction is final) connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; or
 - (d) in connection with any application for relief from liability under the provisions for relief in the Act (unless the court refuses to grant him relief, and the refusal is final).
130. Subject to the full extent permitted by law, the Company may provide a Director with funds to meet any liability incurred or to be incurred by him or do any other thing to enable a Director to avoid incurring such liability:
- (a) in defending civil proceedings brought by a person other than the Company or an Associated Company connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company;
 - (b) in defending civil proceedings brought by the Trust or an Associated Company (unless judgment is given against him and is final) connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; or
 - (c) in defending criminal proceedings connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; or

- (d) in connection with any application for relief from liability under the provisions for relief in the Act

provided that the Director shall repay any such funds or discharge any other liability to the Company if:

- (e) he is convicted (and the conviction is final) in any criminal proceedings; or
- (f) judgment is given against him (and the judgment is final) in any civil proceedings; or
- (g) the court refuses to grant him relief (and the refusal is final) in connection with any application for relief from liability under the provisions for relief in the Act.

131. For the purposes of Articles 129 and 130, a judgment, conviction or refusal becomes final if:

- (a) the period for bringing an appeal (or any further appeal) has ended; and
- (b) any appeal brought is determined, abandoned or otherwise ceases to have effect.

RULES

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

- (a) the admission and classification of Members (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 in relation to one another, and to the Company's servants;
- (c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the Directors and committees of the Directors and meetings of the Board 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.

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