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**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 6625091

The Registrar of Companies for England and Wales hereby certifies that

ACADEMIES ENTERPRISE TRUST

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **19th June 2008**



N06625091G



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

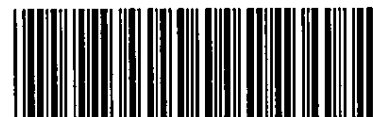
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THE COMPANIES ACTS 1985 TO 2006

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A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

ACADEMIES ENTERPRISE TRUST

- 1 The Company's name is ACADEMIES ENTERPRISE TRUST. 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 schools ("**the Academies**"), offering a broad curriculum with a strong emphasis on, but in no way limited to either one, or a combination of the specialism(s) specified in the Relevant Funding Agreements
- 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 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,

- (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 Academies at locations to be determined by the Directors and the Secretary of State,
- (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 areas of curricular specialisation of each of the Academies and to their 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 deposit or invest any funds of the Company not immediately required for the furtherance of its objects (but to invest only after obtaining such advice from a financial expert as the Directors consider necessary and

having regard to the suitability of investments and the need for diversification),

(n) to delegate the management of investments to a financial expert, but only on terms that

- (i) the investment policy is set down in writing for the financial expert by the Directors,
- (ii) every transaction is reported promptly to the Directors;(iii) the performance of the investments is reviewed regularly with the Directors,
- (iv) the Directors are entitled to cancel the delegation arrangement at any time;
- (v) the investment policy and the delegation arrangement are reviewed at least once a year;
- (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt, and
- (vii) the financial expert must not do anything outside the powers of the Directors.

(o) to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the Directors or of a financial expert acting under their instructions, and to pay any reasonable fee required;

(p) to provide indemnity insurance 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,

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

5.

- (1) The income and property of the Company shall be applied solely towards the promotion of the Objects, and none of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company This does not prevent a member who is not also a Director receiving reasonable and proper remuneration for any goods or services supplied to the Company
- (2) (a) A Director may at the discretion of the Directors be reimbursed from the property of the Company for reasonable expenses properly incurred by him or her when acting on behalf of the Company including reasonable expenses in connection with foreign travel

(b) A Director may benefit from any indemnity insurance purchased at the Company's expense 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 Directors in their capacity as directors of the Company

(c) A company, which has shares listed on a recognised stock exchange and of which any one Director holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Company

(3) No Director may

- (a) buy any goods or services from the Company,
- (b) sell goods, services, or any interest in land to the Company,
- (c) be employed by, or receive any remuneration from the Company,
- (d) receive any other financial benefit from the Company, unless
 - (i) the payment is permitted by sub-clause (4) of this clause and the Directors follow the procedure and observe the conditions set out in sub-clause (5) of this clause, or
 - (ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

- (4) (a) A Director may receive a benefit from the Company in the capacity of a beneficiary of the Company
- (b) A Director may be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Director
- (c) A Director may receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors
- (e) A Director may receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the lease are reasonable and proper

- (5) (a) The Company and its Directors may only rely upon the authority provided by sub-clause 5(4) if each of the following conditions is satisfied
- (i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances
 - (ii) The Director is absent from the part of any meeting at which there is discussion of
 - his or her employment or remuneration, or any matter concerning the contract, payment or benefit, or
 - his or her performance in the employment, or his or her performance of the contract, or
 - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5(4), or
 - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5(4)
 - (iii) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting
 - (iv) The other Directors are satisfied that it is in the interests of the Company to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest)

- (v) The reason for their decision is recorded by the Directors in the minute book
- (vi) A majority of the Directors then in office have received no such payments

(6) In sub-clauses (2)-(5) of this clause 5

- (a) "company" shall include any company in which the Company
 - holds more than 50% of the shares, or
 - controls more than 50% of the voting rights attached to the shares, or
 - has the right to appoint one or more Directors to the Board of the company
- (b) "Director" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner
- (c) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is
 - (i) a partner,
 - (ii) an employee,
 - (iii) a consultant,
 - (iv) a director,
 - (v) a member, or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital

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 5 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 without the explicit consent of the Secretary of State
- 10 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.
- 11 Words or expressions contained in this Memorandum of Association shall, unless the context requires otherwise, bear the same meaning as in the Articles of Association of the Trust

WE, the persons whose names and addresses are written below wish to be formed into a company under this Memorandum of Association

Names and Addresses of Subscribers

1) Ian Foster

of, 14a Harewood Avenue
Rochford
Essex
SS4 3AY

Signature



Witness to the above signature

Name

RACHEL MCCAWLEY

Address

28 LUCRNE CLOSE
CAMBRIDGE CB1 9YR

Dated

13/06/08

2) David Triggs

of, Beachwood
The Ridge
Little Baddow
Chelmsford
Essex
CM3 4SA

Signature



Witness to the above signature

Name

RACHEL MCCAWLEY

Address

28 LUGENE CLOSE
CAMBRIDGE CB1 9YR

Dated

13/06/08

THE COMPANIES ACTS 1985 TO 2006

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
ACADEMIES ENTERPRISE TRUST**

MILLS & REEVE

THE COMPANIES ACTS 1985 TO 2006
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
ACADEMIES ENTERPRISE TRUST

1 Interpretation

1 1 In these Articles -

“the Academies” means all the schools established and run by the Company
and “Academy” shall mean any one of them;

“Academy Directors” means the Directors appointed pursuant to article 10 2,

“Academy Governing Bodies ”

means the governing bodies of the individual academies
appointed pursuant to article 23 (and “Academy Governing
Body” has a corresponding meaning),

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

“Appointed Director” means a Sponsor, Academy, co-opted or additional Director
appointed under these articles,

“the Articles” means these Articles of Association of the Company,

“Chief Executive Officer”

means such person as may be appointed by the Directors
as the Chief Executive Officer of the Company,

“clear days”	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect,
“the Company”	means the company intended to be regulated by these articles,
“the Directors”	means the directors of the Company (and “Director” has a corresponding meaning),
“financial expert”	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,
“Greensward Academy”	means the Academy located at Greensward Lane, Hockley, Essex, SS5 5HG,
“the LAs”	means all the local authorities covering the areas in which the Academies operate (and “the LA” shall mean any one of these local authorities),
“Local Authority Associated Persons”	means any person associated with any local authority in accordance with section 69 of the Local Government and Housing Act 1989,
“Member”	means a Member of the Company and someone who as such is bound by the undertaking contained in clause 7 of the memorandum,
“the Memorandum”	means the Memorandum of Association of the Company,
“nominee company”	means a corporate body registered or having an established place of business in England and Wales,

"Office"	means the registered Office of the Company,
"Principal Sponsor"	means The Greensward Charitable Trust of Greensward College, Greensward Lane, Hockley, Essex, SS5 5HG,
"Principals"	means the head teachers of the Academies,
"Relevant Funding Agreements"	means the agreement or agreements entered into by the Company and the Secretary of State under section 482 of the Education Act 1996 for the establishment of each Academy, including any variation or supplemental agreements thereof,
"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, the secretary shall be known as the "Secretary" under article 18,
"Secretary of State"	means the Secretary of State for Children, Schools and Families or successor,
"Sponsor Directors"	means Directors who have been appointed by the Principal Sponsor and "Sponsor Director" shall be construed accordingly. The Principal Sponsor shall determine who should be appointed as the Sponsor Directors,
"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,
"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 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

In these Articles any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto

2 Objects

2 1 The Company is established for the Objects expressed in the Memorandum

3 Members

3 1 The Members of the Company shall comprise

- (a) the Principal Sponsor,
- (b) up to 10 persons appointed by the Principal Sponsor,
- (c) 1 person appointed by the Secretary of State, in the event that the Secretary of State appoints a person for this purpose,
- (d) the chairman of the Directors, and
- (e) any person appointed under article 3 5,

3 2 Each of the persons entitled to appoint Members in article 3 1 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise

3 3 If any of the persons entitled to appoint Members in article 3 1

- (a) in the case of an individual, die or become legally incapacitated,
- (b) in the case of a corporate entity, cease to exist and are not replaced by a successor institution, or

- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally

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

3 4 Membership will terminate automatically if

- (a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
- (b) a Member (which is an individual) dies, or
- (c) a Member becomes bankrupt or makes any arrangement or composition with that Member's creditors generally

3 5 The Members may agree unanimously in writing to appoint such additional Members as they think fit and may unanimously (with the exception of the Member proposed to be removed) agree in writing to remove any such additional Members

3 6 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

3 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 three A Member shall cease to be one immediately on the receipt by the Company of a notice in writing signed by the person or persons entitled to remove him under articles 3 2 or 3 5 provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member

4 General Meetings

4 1 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

- 4.2 The Directors may call general meetings, on the requisition of Members pursuant to the provisions of the Companies Act 2006 If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member of the Company may call a general meeting

5 Notice of General Meetings

- 5 1 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) by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at the meetings of all the Members
- (b) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such The notice shall also state that the Member is entitled to appoint a proxy.
- (c) The notice shall be given to all the Members, to the Directors and auditors

- 5 2 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

6 Proceedings at General Meetings

- 6 1 No business shall be transacted at any meeting unless a quorum is present

A Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation, or one third of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

- 6.2 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.
- 6.3 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 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.
- 6.4 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.
- 6.5 A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 6.6 The chairman may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 6.7 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 at least two Members having the right to vote at the meeting.

6 8 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

6 9 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

6 10 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

6 11 A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made

6 12 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.

- 6 13 A resolution in writing agreed by such number of members as required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each agreed by or on behalf of one or more Members.

7 Votes of Members

- 7 1 On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
- 7 2 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.
- 7 3 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
- 7 4 No objections shall be raised to the qualification of any person to vote at any quorate meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

- 7 5 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 Company, hereby appoint of .. , or in his absence, .. . of as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on 20[], and at any adjournment thereof

Signed on .. 20[]"

- 7 6 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 Company, hereby appoint of , or in his absence, . of , as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company, to be held on . 20[], and at any adjournment thereof.

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

Resolution No 1 *for * against

Resolution No 2 *for * against

* Strike out whichever is not desired

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

Signed on . 20[]"

7 7 The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the 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.

7 8 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

7 9 Any organisation which is a Member of the Company may by resolution of its board of directors or other governing body authorise such person as it thinks

fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Company

8 Directors

8 1 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum

8 2 The Company shall have the following Directors

- (a) up to 10 Sponsor Directors, appointed under article 9 1,
- (b) Academy Directors, up to one per Academy in the federation, subject to the provisions of article 10 1 and 10 2,
- (c) the Chief Executive Officer,
- (d) any additional Director appointed under article 14 1;
- (e) any Further Directors appointed under article 14 4,
- (f) up to 2 Directors, if appointed by the Secretary of State in accordance with the terms of any of the relevant funding agreements following the provision of a notice by the Company to terminate that relevant funding agreement,

The Company may also have any co-opted Director appointed under article 12 1

8 3 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 be Sponsor Directors

8 4 Future Directors 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 a particular Academy is not yet established then the relevant article or part thereof shall not apply

the relevant article or part thereof shall not apply

9 Appointment of Sponsor Directors

- 9 1 The Principal Sponsor shall appoint the Sponsor Directors and may appoint themselves as Sponsor Directors

10 Academy Directors

- 10.1 Subject to article 10 2 below the chairman of each Academy Governing Body shall be an Academy Director for as long as he remains in office as chairman of the relevant Academy Governing Body as such provided that the number of Academy Directors may not exceed 3

- 10 2 If the number of Academies exceed 3, then each of the current Academy Directors, save for the chairman of the Greensward Academy, shall be deemed to have resigned and the chairmen of the Academy Governing Bodies, with the exception of the chairman of the Greensward Academy, shall elect 2 persons from amongst their numbers to be Academy Directors Any person elected in accordance with this article shall only remain an Academy Director for as long as he remains chairman of an Academy Governing Body
- The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of Academy Directors in accordance with this article Any election of Academy Directors which is contested shall be held by secret ballot

11 Chief Executive Officer

- 11 1 The Chief Executive Officer shall be a Director and shall be treated for all purposes as being an ex officio Director

12 Co-Opted Directors

- 12 1 The Directors may appoint up to 3 co-opted Directors (to include appointments from each of the local areas served by the Academies) 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

13 Alternate Directors

13 1

- (a) Any Director (other than alternate Directors) may appoint any other Director to be an alternate Director and may remove from office an alternate Director so appointed by him
- (b) An alternate Director shall be entitled to receive notice of all meetings of Directors and all meetings of committees of which his appointer is a Member, to attend and vote at any such meeting at which the Sponsor Director appointing him is not present
- (c) The alternate Director shall cease to be an alternate Director if his appointer ceases to be a Director
- (d) 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 Directors
- (e) An alternate Director shall be deemed to 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 an agent of the Director appointing him

14 Appointment of Additional Directors and Further Directors

14 1 The Secretary of State may give a warning notice to the Directors where

- (a) he is satisfied
 - (i) that the standards of performance of pupils at any of the Academies are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article 14 3, or
 - (ii) that there has been a serious breakdown in the way any of the Academies are managed or governed which is prejudicing, or

likely to prejudice, such standards of performance, or

(iii) that the safety of pupils or staff of any of the Academies is threatened (whether by a breakdown of discipline or otherwise), and

(b) the Secretary of State has previously informed the Directors 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

14 2 For the purposes of article 14 1 a 'warning notice' is a notice in writing by the Secretary of State to the Company delivered to the Office setting out

(a) the matters referred to in article 14 1(a),

(b) the action which he requires the Directors to take in order to remedy those matters, and

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

14 3 The Secretary of State may appoint such additional Directors as he thinks fit if the Secretary of State has

(a) given the Directors a warning notice in accordance with this article 14 1, and

(b) the Directors have failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period, and

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

14 4 The Secretary of State may also appoint such Further Directors as he thinks fit if a Special Measures Termination Event (as defined in the relevant

Funding Agreement) occurs in respect of any Academy

- 14 5 Within 5 days of the Secretary of State appointing any Further Directors in accordance with clause 14 4, any Sponsor Directors holding office immediately preceding the appointment of such Directors, shall resign immediately

15 Term of Office

- 15 1 The term of office for any Director shall be 4 years, save that this time limit shall not apply to either the Chief Executive Officer or the Principal Sponsor (during any period that the Principal Sponsor is a governor) Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected.

16 Resignation and Removal

- 16 1 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)
- 16 2 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 who has been appointed rather than elected
- 16 3 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

17 Disqualification of Directors

- 17 1 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 current pupil of any of the Academies shall be a Director
- 17 2 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

- 17 3 A Director shall cease to hold office if he is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated
- 17 4 A person shall be disqualified from holding or continuing to hold office as a Director if
- (a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced, or
 - (b) he is the subject of a bankruptcy restrictions order or an interim order
- 17 5 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)
- 17 6 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 Director by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
- 17 7 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 Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated
- 17 8 A person shall be disqualified from holding or from continuing to hold office as a Director at any time when he is
- (a) included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999, or

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

17 9 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

17.10 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 except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993

17 11 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 Directors, following a referral from either the chairman or the Chief Executive Officer, 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 chairman or the Chief Executive Officer 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 chairman or the Chief Executive Officer 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

17 12 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

17 13 Articles 17 1 to 17 12 and articles 25 20-25 21 also apply to any member of any committee of the Directors, including an Academy Governing Body, who is not a Director, and to any Alternate Director

18 Secretary to the Directors

18 1 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 removed by them. The secretary shall be known as “the Secretary”. The Secretary shall not be a Director or the Chief Executive Officer. Notwithstanding this article, the Directors may, where the Secretary fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Secretary for the purposes of that meeting.

19 Chairman and Vice-Chairman of the Directors

19 1 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 any of the Academies shall not be eligible for election as chairman or vice-chairman.

19 2 Subject to article 19 3, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with article 19 1.

19 3 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 any of the Academies;
- (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.

- 19 4 Where by reason of any of the matters referred to in article 19 3, 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
- 19 5 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
- 19 6 Where in the circumstances referred to in article 19 5 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 any of the Academies
- 19 7 The Secretary shall act as chairman during that part of any meeting at which the chairman is elected, but for these purposes article 7 1 shall not apply
- 19 8 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
- 19 9 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 Directors shall not have effect unless
 - (i) it is confirmed by a resolution passed at a second meeting of the Directors 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 Directors 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

20 Powers of Directors

- 20 1 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.
- 20 2 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,
 - (b) to enter into contracts on behalf of the Company
- 20 3 The Directors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the Academies and shall consider any advice given by the Chief Executive Officer
- 20 4 Any bank account in which any money of the Company is deposited shall be operated by the Directors in the name of the Company. All cheques and

orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Directors

21 The Minutes

21 1 The minutes of the proceedings of a meeting of the Directors 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 Directors) 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

22 Delegation

22 1 Subject to these the Directors may delegate to the Academy Governing Bodies, any committee, any Director holding an executive office, or to the Chief Executive Officer, 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

22 2 Where any power or function of the Directors has been delegated under article 22 1 or is otherwise exercised by any committee, any Director holding an executive office, or the Chief Executive Officer, the person or committee to whom the power or function has been delegated, or who has otherwise exercised the power or function, shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision

22 3 The Directors may establish any committee to exercise, subject to these articles, powers and functions of the Directors. Save in the case of the

Academy Governing Bodies (which are subject to the provisions of articles 23 1 to 23 3) the constitution, membership and proceedings of any committee of the Directors shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Academy Governing Bodies) a majority of members of any such committee shall be Directors. The Directors may determine that some or all of the members of a committee who are not Directors shall be entitled to vote in any proceedings of the committee.

23 Academy Governing Bodies

23 1 The Directors shall appoint separate committees to be known as the "Academy Governing Bodies " for each of the Academies which shall comprise in the case of each Academy of up to 20 members to include

- (a) the Principal of the Academy,
- (b) at least two elected parents/guardians of pupils at the Academy,
- (c) 1 person appointed by the LA, in the event that the LA appoints a person for this purpose,
- (d) 2 elected teacher members employed at the Academy,
- (e) up to 7 members appointed by the Directors,
- (f) up to 2 associate (non – voting) members appointed by the Directors, and
- (g) such other members as the Directors decide

23 2 Each Academy Governing Body shall have a chairman and a vice chairman. The chairman shall be elected by the members and shall, subject as provided in these articles, serve in such a capacity for a period of 4 years, subject to article 15 1. The vice-chairman shall also be elected by the Directors and

shall, subject as provided in these articles, serve in such a capacity for a period of 4 years. The parent members, the teacher members, the 7 additional members and the 2 associate (non-voting) members of each Academy Governing Body shall be elected in accordance with a process determined by the Directors. Each Academy Governing Body shall also appoint from among its members -

- (a) a member of the Academy Governing Body with responsibility for Special Educational Needs,
- (b) a member of the Academy Governing Body with responsibility for child protection,
- (c) a member of the Academy Governing Body with responsibility for financial matters at the relevant Academy; and
- (d) a secretary to the Academy Governing Body who shall be responsible for providing administrative assistance to the Academy Governing Body including, but not limited to, preparing the minutes of the Academy Governing Body

23 3 The functions and proceedings of the Academy Governing Bodies shall be subject to regulations made by the Directors from time to time pursuant to the powers herein contained

24 Chief Executive Officer and Principals

24 1 The Directors shall appoint the Chief Executive Officer and the Principals of the Academies. Subject to these articles, the Chief Executive Officer shall be responsible for the internal organisation, management and control of all of the Academies, the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at all of the Academies. The Chief Executive Officer shall be supported in this role by the Principals who shall be responsible to the Chief Executive Officer for the internal organisation, management and control of his respective Academy. For these purposes the Directors shall delegate those powers and functions required by

the Chief Executive Officer and the Principals

25 Meetings of the Directors

25 1 Subject to these articles, the Directors may regulate their proceedings as they think fit

25 2 The Directors shall hold at least one meeting in every school year. Meetings of the Directors shall be convened by the Secretary. In exercising his functions under this article the Secretary shall comply with any direction:

(a) given by the Directors, or

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

25 3 Any three Directors may, by notice in writing given to the Secretary, requisition a meeting of the Directors, and it shall be the duty of the Secretary to convene such a meeting as soon as is reasonably practicable

25 4 Each Director shall be given at least fourteen clear days before the date of a meeting

(i) 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

(ii) 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 therefor are given within such shorter period as he directs

25 5 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 therefor

25 6 A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Directors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting

25 7 A meeting of the Directors shall be terminated forthwith if

(a) the Directors so resolve, or

(b) the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with article 25 10, subject to article 25.12

25 8 Where in accordance with article 25 7 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

25 9 Where the Directors resolve in accordance with article 25 7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors 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

25 10 Subject to article 25 12 the quorum for a meeting of the Directors, 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

25 11 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

25 12 The quorum for the purposes of

- (a) any vote on the removal of a Director in accordance with article 17 3,
- (b) any vote on the removal of the chairman of the Directors in accordance with article 19 9,

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

25 13 Subject to these articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the members present and voting on the question Every Director shall have one vote

25 14 Subject to articles 25 12 and 25 13, where there is an equal division of votes the chairman of the meeting, shall have a casting vote in addition to any other vote he may have

25 15 The proceedings of the Directors shall not be invalidated by

- (a) any vacancy among their number, or
- (b) any defect in the election, appointment or nomination of any Director

25.16 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

25 17 Subject to article 25 18, the Directors shall ensure that a copy of

- (a) the agenda for every meeting of the Directors,
- (b) the draft minutes of every such meeting, if they have been approved by

the person acting as chairman of that meeting,

- (c) the signed minutes of every such meeting; and
- (d) any report, document or other paper considered at any such meeting,

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

25 18 There may be excluded from any item required to be made available in pursuance of article 25 17, any material relating to

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

25 19 Any Director shall be able to participate in meetings of the Directors by telephone or video conference provided that

- (a) he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting,
- (b) the Directors have access to the appropriate equipment
- (c) if after all reasonable effects it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate

25 20 Any Director who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Director shall disclose that fact to the Directors as soon as he becomes aware of it. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the

Company and any duty or personal interest (including but not limited to any Personal Financial Interest)

25 21 For the purpose of Article 25 2, a Director has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Director as permitted by and as defined by clauses 5.5-5.9 of the Memorandum

26 Patrons and Honorary Officers

26 1 The Directors may from time to time appoint any person whether or not a Member of the Company 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

27 The Seal

27 1 The seal, if any, 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

28 Accounts

28 1 Accounts shall be prepared in accordance with the provisions of Part VII of the Act

29 Annual Report

29 1 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 Charity Commission

30 Annual Return

30 1 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 Charity Commission

31 Notices

31 1 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

31 2 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

31 3 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

31 4 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

32 Indemnity

32 1 Subject to the provisions of the Act every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

33 Rules

33 1 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 of the Company (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members,
- (b) the conduct of Members of the Company 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 Academy Governing Bodies in so far as such procedure is not regulated by the articles,
- (e) generally, all such matters as are commonly the subject matter of company rules

33 2 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 of the Company all such rules or bye laws, which shall be binding on all Members of the Company Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles

34 Avoiding Influenced Company Status

- 34 1 Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in general meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis
- 34 2 No person who is a Local Authority Associated Person may be appointed as a Director if, once the appointment had taken effect, the number of Directors who are Local Authority Associated Persons would represent 20% or more of the total number of Directors. Upon any resolution put to the Directors, the maximum aggregate number of votes exercisable by any Directors who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Directors on such a resolution and the votes of the other Directors having a right to vote at the meeting will be increased on a pro-rata basis
- 34 3 No person who is a Local Authority Associated Person is eligible to be appointed to the office of Director unless his appointment to such office is authorised by the local authority to which he is associated
- 34 4 If at the time of either his becoming a Member of the Company or his first appointment to office as a Director any Member or Director was not a Local Authority Associated Person but later becomes so during his membership or tenure as a Director he shall be deemed to have immediately resigned his membership and/or resigned from his office as a Director as the case may be
- 34 5 If at any time the number of Directors or Members who are also Local Authority Associated Persons would (but for articles 34.3 to 34.6 inclusive) represent 20% or more of the total number of Directors or Members (as the case may be) then a sufficient number of the Directors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Directors or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of Directors or Members (as the case may be) is never equal to or greater

than 20% of the total number of Directors or Members (as the case may be) Directors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment date the most recently appointed resigning first

- 34 6 The Members will each notify the Company and each other if at any time they believe that the Company or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act)

Names and Addresses of Subscribers

1) Ian Foster

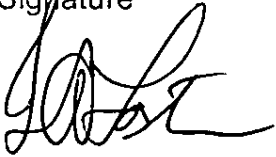
of, 14a Harewood Avenue

Rochford

Essex

SS4 3AY

Signature



Witness to the above signature

Name

RACHEL MCCAWLEY

Address

28 LUCENE CLOSE

CAMBRIDGE CB1 9TR

Dated

13 / 06 / 08

2) David Triggs

of, Beachwood

The Ridge

Little Baddow

Chelmsford

Essex

CM3 4SA

Signature



Witness to the above signature

Name

RACHEL MCCAWLEY

Address

28 LICKERT CLOSE
CAMBRIDGE CB1 9TR

Dated

13/06/08

Please complete in typescript,
or in bold black capitals

CHFP025

Declaration on application for registration

Company Name in full

Academies Enterprise Trust

I, Charles Rupert Haydock Finch

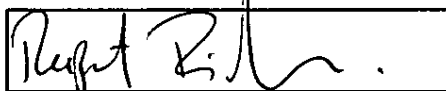
of Mills & Reeve Solicitors, 112 Hills Road, Cambridge,
CB2 1PH

† Please delete as appropriate

do solemnly and sincerely declare that I am a † [Solicitor engaged in the
formation of the company] ~~XXXXXX XXXXXX XXXXXX XXXXXX XXXX~~
~~XXXXXX XXXXXX XXXXXX XXXXXX XXXX~~ and that all the requirements of the Companies Act
1985 in respect of the registration of the above company and of matters
precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature



Declared at

Kett House, Station Road, Cambridge CB1 2JY

Day Month Year

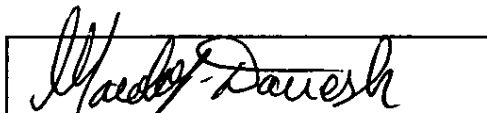
On

1 | 8 | 0 | 6 | 2 | 0 | 0 | 8

before me †

Nathalie Jacoby-Danesh

Signed



Date

18.06.2008

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact
information in the box opposite but
if you do, it will help Companies
House to contact you if there is a
query on the form. The contact
information that you give will be visible
to searchers of the public record

Mills & Reeve LLP

Francis House, 112 Hills Road, Cambridge, CB2 1PH

Tel 01223 364422

DX number DX 122891 DX exchange Cambridge 4

When you have completed and signed the form please send it to the
Registrar of Companies at
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland
DX 235 Edinburgh
or LP - 4 Edinburgh 2

Companies House receipt date barcode

Please complete in typescript,
or in bold black capitals

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Academies Enterprise Trust

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Kilnfield House

Foundry Business Park, Station Approach

Post town Hockley

County / Region Essex

Postcode SS5 4HS

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

x

Agent's Name Charles Rupert Haydock Finch

Address Mills & Reeve Solicitors

112 Hills Road

Post town Cambridge

County / Region Cambridgeshire

Postcode CB2 1PH

Number of continuation sheets attached

1

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record

Mills & Reeve LLP
Francis House, 112 Hills Road, Cambridge, CB2 1PH

crxf/4015267-0001 Tel 01223 364422
DX number DX 122891 DX exchange Cambridge 4

Companies House receipt date barcode

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland
DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name Academies Enterprise Trust

NAME *Style / Title Mr *Honours etc

* Voluntary details

Forename(s) Brian

Surname Marshall

Previous forename(s)

Previous surname(s)

Address ††



Francis House

112 Hills Road

Post town Cambridge

County / Region Cambridgeshire

Postcode CB2 1PH

Country UK

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

I consent to act as secretary of the company named on page 1

Consent signature

Date 16/06/2008

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title Mr *Honours etc

Forename(s) Ian

Surname Foster

Previous forename(s)

Previous surname(s)

Address ††



14a Harewood Avenue

Post town Rochford

County / Region Essex

Postcode SS4 3AY

Country UK

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Date of birth

Day Month Year 0 1 0 1 1 9 4 9 Nationality British

Business occupation

Company Director

Other directorships

N/A

I consent to act as director of the company named on page 1

Consent signature

Date 16/06/2008

CHFP025

Company name Academies Enterprise Trust

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††



Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

David

Surname

Triggs

Previous forename(s)

Previous surname(s)

Address ††



Beechwood

The Ridge, Little Baddow

Post town

Chelmsford

County / Region

Essex

Postcode

CM3 4SA

Country

UK

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Date of birth

Day Month Year

2

0

1

1

1

9

5

2

Nationality

British

Business occupation

Company Director

Other directorships

See attached sheet

I consent to act as director of the company named on page 1

Consent signature

Date

16/06/2008

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>		*Honours etc	<input type="text"/>
Forename(s)		The Right Hon The Lord (PAUL)			
Surname		Hanningfield			
Previous forename(s)		<input type="text"/>			
Previous surname(s)		<input type="text"/>			
Address <input type="checkbox"/>		Pippins Place, Helmons Lane			
		West Hanningfield			
Post town		Chelmsford			
County / Region		<input type="text" value="Essex"/>	Postcode	<input type="text" value="CM2 8UW"/>	
Country		<input type="text" value="UK"/>			
Date of birth		<input type="text" value="1"/> <input type="text" value="6"/> <input type="text" value="0"/> <input type="text" value="9"/>	<input type="text" value="1"/> <input type="text" value="9"/> <input type="text" value="4"/> <input type="text" value="0"/>	Nationality	<input type="text" value="British"/>
Business occupation		<input type="text" value="Company Director"/>			
Other directorships		<input type="text" value="See attached sheet"/>			
		<input type="text"/>			
I consent to act as director of the company named on page 1					
Consent signature		<input type="text" value="Hanningfield"/>		Date	<input type="text" value="14/3/08"/>

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Additional Directorships

David Alfred Triggs

Greensward Charitable Trust	Company Number 03230052
Empowering School Improvement Limited	Company Number 04068815
Ezeview Technologies Limited	Company Number 04074927
Gestalt Solutions Limited	Company Number 05871558
Purple Club Ltd	Company Number 06434477

The Rt Hon The Lord Hanningfield

Brentwood School Enterprises	Company Number 02019002
Local Government Association (Properties) Limited	Company Number 03487186
The Local Government Management Board	Company Number 02553768
Localis Research Limited	Company Number 04287449