

Company no. 06995649

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

OUTWOOD GRANGE ACADEMIES TRUST

(the "Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company, proposed as a special resolution as detailed below

SPECIAL RESOLUTION

The Secretary of State having given consent as required by clause 9 of the Company's memorandum and articles of association on 11, 15 and 17 August 2011 and the Charity Commission having given consent to the regulated alterations pursuant to section 64 Charities Act 1993 on 15 August 2011, **IT IS RESOLVED** to delete the Company's current memorandum and articles of association in their entirety and to replace them with the memorandum and articles of association attached to this resolution

For the avoidance of doubt, **IT IS NOTED** that both the current articles of association and the replacement articles of association are separated into two documents called 'memorandum of association' and 'articles of association'

Circulation date: 18 August 2011

Registered office:

Potovens Lane
Outwood
Wakefield
West Yorkshire
WF1 2PF

We hereby certify this to be
a true and complete copy of the
original

WRIGLEYS SOLICITORS LLP

2 September 2011



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COMPANIES HOUSE

NOTES TO MEMBERS

1. Nature of written resolution

1.1 This document contains a proposed written resolution of the Company for approval by you as a member of the Company. A resolution proposed as an ordinary resolution requires eligible members together holding a simple majority of the total voting rights of members entitled to vote on it to vote in favour of it to be passed. A resolution proposed as a special resolution requires eligible members together holding not less than 75 per cent of the total voting rights of members entitled to vote on it to vote in favour of it to be passed.

1.2 The following documents relating to the resolutions are supplied with this resolution

- proposed new articles of association (called memorandum and articles of association, in keeping with the existing format)

2. Period to approve written resolution

If the Company has not received the necessary level of members' agreement to pass the resolution by the date falling 28 days from the date the resolution was first circulated to members, the resolution will lapse. The agreement of a member to a resolution is ineffective if signified after the expiry of that period.

3. Eligible Members

For each resolution, the eligible members are those members of the Company who would have been entitled to vote on the resolution

- (a) on the circulation date of the resolution, and
- (b) at the time that the first copy of the resolution is sent or submitted to a member for agreement.

If the persons entitled to vote on a resolution change during the course of the resolution's circulation, then it is possible that the eligible members will include someone who is no longer a member at the point that the resolutions are actually passed (which is the point at which the required majority is reached).

3. Action required if you wish to approve the resolution:

Please signify your agreement to the resolution by completing your details and signing and dating the document in the boxes provided and returning it to the Company in one of the following ways

- 3.1 by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the Company secretary", or
- 3.2 by scanning your signed and dated document, attaching it to an email and sending it to enquiries@outward.com


Once you have signified your agreement to the resolution, you cannot revoke it.


4. Action required if you do not wish to agree to the resolution:

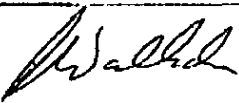

You do not have to do anything. Failure to respond will not be treated as agreement to the resolution.

Agreement to written resolution

We, the undersigned, being all the persons entitled to vote on the above resolution, irrevocably agree to such resolution

Name of member	James Walkden
Signed	
Date	18-08-11

Name of member	Michael Wilkins
Signed	
Date	18/08/11

Name of corporate member	Outwood Grange Education (company number 06913901)
Name and position of signatory	 JAMES WALKDEN
Signed by authorised person on behalf of corporate member	
Date	18.08.11

THE COMPANIES ACTS 1985 AND 2006

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

**MEMORANDUM OF ASSOCIATION
OF
OUTWOOD GRANGE ACADEMIES TRUST**

*On behalf of the Charity Commission
for England and Wales,
consent is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments.*



AUTHORISED OFFICER

15/08/2011

THE COMPANIES ACTS 1985 AND 2006
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION OF
OUTWOOD GRANGE ACADEMIES TRUST

- 1 The Company's name is Outwood Grange Academies Trust (and in this document it is called "the Company")
- 2 The Company's registered office is to be situation in England and Wales.
- 3 The Company's objects ("the Objects") are for the public benefit.
 - 3 1 to advance education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by
 - 3 1 1 establishing, maintaining, carrying on, managing and developing schools ("the Academies"),
 - 3 1 2 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,
 - 3 2 to promote for the benefit of the inhabitants of areas where the Company runs the Academies and the surrounding areas the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants
- 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 raise funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,

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2 September 2011



- (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 and costs, charges and expenses of an 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,
- (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 and/or by any contract entered into by or on behalf

of the Company, 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; the performance of the investments is reviewed with the Directors;
 - (iii) the Directors are entitled to cancel the delegation arrangement at any time,
 - (iv) The investment policy and the delegation arrangement are reviewed at least once a year;
 - (v) 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
 - (vi) 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 laws 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.

5 1 The income and property of the Company shall be applied solely towards the promotion of the Objects

5 2 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. Nonetheless a member of the Company who is not also a Director may

5 2 1 benefit as a beneficiary of the Company,

5 2 2 be paid reasonable and proper remuneration for any goods or services supplied to the Company,

5 2 3 be paid rent for premises let by the member of the Company if the amount of the rent and other terms of the letting are reasonable and proper, and

5 2 4 be paid interest on money lent to the Company at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by the Directors,

5 3 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

- 5.4 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
- 5.5 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, but excluding expenses in connection with foreign travel
- 5.6 No Director may
- 5.6.1 buy any goods or services from the Company;
- 5.6.2 sell goods, services, or any interest in land to the Company;
- 5.6.3 be employed by, or receive any remuneration from the Company;
- 5.6.4 receive any other financial benefit from the Company,
- unless
- 5.6.4.1 the payment is permitted by clause 5.7 and the Directors follow the procedure and observe the conditions set out in clause 5.8; or
- 5.6.4.2 the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.
- 5.7 Subject to clause 5.8, a Director may
- 5.7.1 Receive a benefit from the Company in the capacity of a beneficiary of the Company.
- 5.7.2 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.
- 5.7.3 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
- 5.7.4 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 8 The Company and its Directors may only rely upon the authority provided by clause 5.7 if each of the following conditions is satisfied.

5 8 1 The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances

5 8 2 The Director is absent from the part of any meeting at which there is discussion of

5.8.2.1 his or her employment, remuneration, or any matter concerning the contract, payment or benefit, or

5.8.2.2 his or her performance in the employment, or his or her performance of the contract, or

5.8.2.3 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 clause 5.7; or

5.8.2.4 any other matter relating to a payment or the conferring of any benefit permitted by clause 5.7

5 8 3 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

5 8 4 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).

5 8 5 The reason for their decision is recorded by the Directors in the minute book.

5 8 6 A majority of the Directors then in office have received no such payments or benefit

5 9 In clauses 5.2-5.9.

5 9 1 "company" shall include any company in which the Company

5.9.1.1 holds more than 50% of the shares, or

5.9.1.2 controls more than 50% of the voting rights attached to the shares, or

5913 has the right to appoint one or more Directors to the Board of the company

592 "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,

593 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

5931 a partner,

5932 an employee,

5933 a consultant,

5934 a director,

5935 a member, or

5936 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, 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 alternation 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 alternation 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 the Articles of Association of the Company

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

Signature

On behalf of Outwood Grange Education

Name

Address

Witness to the above signature

Name

Address

Dated

Signature

Name:

Address

Witness to the above signature

Name:

Address

Dated:

THE COMPANIES ACTS 1985 and 2006

A COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF OUTWOOD GRANGE ACADEMIES TRUST

Company Number 06995649

As amended by special resolution dated 18 August 2011

We hereby certify this to be
a true and complete copy of the
original *Wrigleys*

WRIGLEYS SOLICITORS LLP

2 September 2011

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WRIGLEYS - SOLICITORS LLP - 19 COOKRIDGE ST LEEDS LS2 3AG
Tel no 0113 244 6100 Fax no 0113 244 6101

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

INTERPRETATION

1. In these Articles -

a "the Academies" means all the schools referred to in clause 4(h) of the Memorandum and established by the Company (and "Academy" shall mean any one of those schools),

b "Additional Directors" means the Directors appointed pursuant to Articles 51, 51A or 51C who, in the case of appointments pursuant to 51C, shall fulfil the roles notified to the directors by the Secretary of state in accordance with Articles 51D,

c "the Articles" means these Articles of Association of the Company,

d. "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;

e "Chief Executive" means such person as may be appointed by the Directors as the principal officer of the Company,

"the Company" means the company intended to be regulated by these Articles;

f "the Directors" means the directors of the Company (and "Director" means any one of those directors);

g. "DFE Principal Agreement" means the principal agreement entered into by the Secretary of State, the Company and the LA on or around the date hereof;

"DFE Principal Agreement Warning Notice" means any warning notice given to the Company by the Secretary of State dealing with any of the matters listed in Article 51B;

"Executive Principal" means such person as may be appointed by the Directors as a deputy chief executive or such similar senior manager of the Company with oversight for such number of Academies as may be determined by the Directors;

"Existing Directors" means any Director of the Company excluding Additional Directors,

"financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

h. "Further Directors" means the Directors appointed pursuant to Article 52;

i. "the LAs" means all the local authorities covering the areas in which the Academies are situated (and "the LA" shall mean any one of these local authorities);

j. "Local Authority Associated Persons" means any person associated with any local authority within the meaning given in section 69 of the Local Government and Housing Act 1989,

k. "Local Governing Bodies" means the committees appointed pursuant to Articles 90-94 (and "Local Governing Body" means any one of these committees);

l. "Member" means a member of the Company and someone who as such is bound by the undertaking contained in clause 7 of the Memorandum,

m. "the Memorandum" means the Memorandum of Association of the Company;

n. "Normal Payment Matters" has the meaning given to it in the DFE Principal Agreement;

"Office" means the registered office of the Company;

o. "Principal Regulator" means the body or person appointed as the Principal Regulator under the Charities Act 2006,

p. "Principal Sponsor" means Outwood Grange Education (a company limited by guarantee with company number 6913901), a subscriber to the Memorandum and Articles;

q. "PFI Academy" means an academy which forms part of a scheme procured pursuant to the Government's Private Finance Initiative,

"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,

r. "the seal" means the common seal of the Company if it has one,

s. "School Agreement" means the school agreement entered into by the Company and the relevant local authority for the area in which the PFI Academy is situated on or around the date of adoption of these amended articles relating to the provision of facilities and services to the PFI Academy,

"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,

t "Secretary of State" means the Secretary of State for Children, Schools and Families or successor;

u "Sponsor Directors" means the Directors appointed in accordance with Articles 39 or 41 and "Sponsor Director" shall mean any one of these Directors,

v. "teacher" means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at one or more Academies,

w "the United Kingdom" means Great Britain and Northern Ireland;

x "Academy Principals" means the head teachers of the Academies, whether assigned to such posts temporarily or appointed permanently to that post (and "Academy Principal" means any one of these Academy Principals),

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

z. subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 1985 or the Companies Act 2006, as appropriate;

aa 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

OBJECTS

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

MEMBERS

- 3 The Members of the Company shall comprise

a The Principal Sponsor,

b up to two (2) 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 7;

- 4 Each of the persons entitled to appoint Members in Article 3 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

- 5 If any of the persons entitled to appoint Members in Article 3:
- 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 insolvent or makes any arrangement or composition with their creditors generally,
- their right to appoint Members under these Articles shall vest in the remaining Members
- 6 Membership will terminate automatically if
- a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution,
 - b) a Member (which is an individual) dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
 - c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.
- 7 The Members may agree unanimously in writing to appoint such additional Members as they think fit and may unanimously (save that the agreement of the Member(s) to be removed shall not be required) in writing agree to remove any such additional Members.
- 8 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.
- 9 Any Member may 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 4 or 7 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

GENERAL MEETINGS

10. 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

11. The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member of the Company may call a general meeting

NOTICE OF GENERAL MEETINGS

- 12 General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote

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

The notice shall be given to all the Members, to the Directors and auditors

- 13 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.

- 14 No business shall be transacted at any meeting unless a quorum is present A Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum.
- 15 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
- 16 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

17. 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.
18. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting
19. 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
20. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded -
 - (a) by the chairman, or
 - (b) by at least two Members having the right to vote at the meeting
 - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting
21. 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
22. 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
23. 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
24. 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.

25. 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.
26. 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 one or more Members.

VOTES OF MEMBERS

27. 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.
28. Not used.
29. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
30. No objections shall be raised to the qualification of any person to vote at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
31. 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[]"

32. 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[]"

- 33 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.

34. 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

- 35 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

DIRECTORS

- 36 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 37 Subject to Articles 39-40 and 53, the Company shall have the following Directors
- a the Principal Sponsor,
 - b. the Chief Executive,
 - c up to eight (8) Sponsor Directors, appointed under Article 39 or 41,
 - d not used,
 - e one (1) Director appointed by the Secretary of State in the event that the Secretary of State appoints a person for this purpose,
 - f Any Additional Directors, if appointed under Article 51, 51A, 51C or 57A ,
 - g. Any Further Directors, if appointed under Article 52,
 - h 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
- 38 The Company may also have any co-opted Director appointed under Article 48.
39. The number of Directors who are employees of the Company shall not exceed one third of the total number of Directors including the Chief Executive
- 40 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 an Academy has not yet been established or the Chief Executive has not been appointed, then the relevant Article or part thereof shall not apply

SPONSOR DIRECTORS

41. The Principal Sponsor shall appoint the Sponsor Directors and may appoint co-opted Directors in accordance with Article 48

PRINCIPAL OFFICER

- 42 The Chief Executive shall be a Director for as long as he remains in office as such

PARENT DIRECTORS

- 43 There shall be 1 Parent Director for every 10 or fewer Academies.
- 44 Parent Director(s) shall be elected by the Parent members of the Local Governing Bodies (who shall themselves have been elected or appointed in accordance with the terms of reference determined by the Directors from time to time) from amongst their number. The elected Parent Director(s) must be a parent of a registered pupil at one of the Academies at the time when he is elected.
- 45 The number of Parent Directors required shall be made up by Parent Directors appointed by the Directors if the number of parents standing for election is less than the number of vacancies.
- 46 The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Directors, including any question of whether a person is a parent of a registered pupil at one of the Academies. Any election of the Parent Directors which is contested shall be held by secret ballot.
47. In appointing a Parent Director the Directors shall appoint a person who is the parent of a registered pupil at an Academy, or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.
- 47A At any time where no Parent Director is appointed as a director pursuant to Articles 36 - 47 the Directors shall make provisions for the appointment of parents to the local governing body of each Academy.

CO-OPTED DIRECTORS

- 48 The Principal Sponsor may appoint up to 3 co-opted Directors. A 'co-opted Director' means a person who is appointed to be a Director by being co-opted by the Principal Sponsor.

APPOINTMENT OF ADDITIONAL DIRECTORS

- 49 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 51, 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
- 50. For the purposes of Article 49 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 49(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')
- 51 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 Article 49, 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.
- 51A The Secretary of State may also appoint such Additional Directors where following an inspection by the Chief Inspector in accordance with the Education Act 2005 (an "inspection") an Academy receives an Ofsted grading (being a grade referred to in The Framework for School Inspection or any modification or replacement of that document for the time being in force) which amounts to a drop, either from one inspection to the next inspection or between any two inspections carried out within a 5 year period, of two Ofsted grades For the purposes of the foregoing the grade received by the predecessor school as defined in the Relevant Funding Agreement shall be regarded as the grade received by the Academy
- 51B The Secretary of State may give a DFE Principal Agreement Warning Notice to the Company, each of the Directors and the members of the Local Governing Body where
 - a) the Secretary of State is under a liability to make payment to the LA pursuant to the DFE Principal Agreement in respect of any Normal Payment Matters, or
 - b) the Secretary of State considers that in the immediately preceding 12 month period, the aggregate of payments made by the Company and/or the PFI Academy to the LA pursuant to the DFE Principal Agreement in respect of Normal Payment Matters has reached a level which the Secretary of State considers to be excessive and which may (assessed objectively) cause the PFI Academy material

financial difficulties, or

- c) NOT USED, or
- d) the Secretary of State considers (acting reasonably) that there has been a Persistent Breach of the School Agreement and/or the DFE Principal Agreement likely to materially and adversely impact on the provision of educational services at the PFI Academy and for the purposes of this Article 51B(d) "Persistent Breach" means:
 - (i) a particular breach (including, but not limited to, a breach which relates to contract management and co-operation) which has recurred three (3) or more times in any rolling six (6) month period, or
 - (ii) the occurrence of five (5) or more different breaches (including, but not limited to, breaches which relates to contract management and co-operation) in any rolling six (6) month period; or
- e) the Company and/or the PFI Academy has committed a material breach of the Schools Agreement and/or the DFE Principal Agreement

51C. The Secretary of State may appoint Additional Directors to the Company at any time and as he thinks fit if

- a) the LA has recovered any sums from the Secretary of State pursuant to the DFE Principal Agreement, or
- b) the Company and/or PFI Academy has received a DFE Principal Agreement Warning Notice pursuant to Article 51B and the Company has not, within 10 working days of such notice provided a remediation plan: (i) setting out the Company's proposals to improve compliance with the School Agreement and/or the DFE Principal Agreement, (ii) setting out a response by way of explanation to the description of the breach or other circumstances which gave rise to the DFE Principal Agreement Warning Notice and (iii) dealing with such other matters as may be the subject of the relevant DFE Principal Agreement Warning Notice, such plan to be acceptable to the Secretary of State (acting reasonably), or
- c) the Company has failed to comply with a material recommendation of the auditors appointed by the Secretary of State under clause 97 of the Master Funding Agreement where such recommendation relates to the implementation of any statement of any recommended accounting practice required to be adopted by the Company, or
- d) if the Company and/or the PFI Academy has committed a breach of the School Agreement and/or the DFE Principal Agreement which causes an Authority Default (as defined in the Project Agreement); or
- e) the circumstances envisaged by clauses 5.17 or 5.18 of the Supplemental Funding Agreement in respect of EAG funding and are applicable,

provided that the Secretary of State may only appoint such Additional Directors if to do so is in the interests of the PFI Academy. For the avoidance of doubt, except in relation to the circumstances detailed in Article 51C(b), the Secretary of State is not required to serve a DFE Principal Agreement Warning Notice prior to appointing Additional Directors under Article 51C.

- 51D The Secretary of State shall notify the Directors of the roles and duties to be fulfilled by the Additional Directors
- 51E The Existing Directors acknowledge and agree that the Additional Directors shall be entitled to fulfil such roles and duties and the Existing Directors shall co-operate with the Additional Directors so as to enable them to perform their roles and duties.
- 52. 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
- 53 Within 5 days of the Secretary of State appointing any Additional or Further Directors in accordance with Articles 51, 51A, 51C or 52, any Sponsor Directors holding office immediately preceding the appointment of such Directors, shall resign immediately and the Principal Sponsor's power to appoint Directors under Article 41 shall cease

TERM OF OFFICE

- 54. The term of office for any Director shall be 4 years, save that this time limit shall not apply to either the Chief Executive or the Principal Sponsor. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected. A Parent Director will cease to become a Director if he ceases to be a parent of a registered pupil at one of the Academies

RESIGNATION AND REMOVAL

- 55. 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).
- 56 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 a Parent Director
- 57. 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
- 57A Where an Additional or Further Director appointed pursuant to Articles 51, 51A, 51C or 52 ceases to hold office as a Director for any reason, other than being removed by the Secretary of State, the Secretary of State shall be entitled to appoint an Additional or Further Director in his place

DISQUALIFICATION OF DIRECTORS

- 58 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
- 59 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
- 60 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
- 61 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
62. 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).
63. A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Companies Act 1985 or the Companies Act 2006 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)
- 64 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
65. 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

- 66 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
67. 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
- 68 After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if he has not provided to the chairman of the Directors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Chief Executive 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
69. 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.
- 70 Articles 58 to 69 and Articles 87-88 also apply to any member of any committee of the Directors, including a Local Governing Body, who is not a Director

SECRETARY TO THE DIRECTORS

71. 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 not be a Director or an Academy Principal. 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

CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS

- 72 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 by the Company shall not be eligible for election as chairman or vice-chairman
73. Subject to Article 74, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with Article 75

74. 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 by the Company,
 - (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.
75. Where by reason of any of the matters referred to in Article 74, 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.
76. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.
77. Where in the circumstances referred to in Article 76 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 by the Company.
78. The Secretary shall act as chairman during that part of any meeting at which the chairman is elected.
79. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
80. The Directors may remove the chairman or vice-chairman from office in accordance with these Articles.
81. 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.
82. 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.

POWERS OF DIRECTORS

- 83 Subject to provisions of the Companies Act 1985 and the Companies Act 2006, 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.
- 84 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
- 85 In the exercise of their powers and functions, the Directors may consider any advice given by the Chief Executive and any other executive officer
- 86 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

CONFLICTS OF INTEREST

87. 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)
- 88 For the purpose of Article 87, 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

THE MINUTES

- 89 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.

COMMITTEES

- 90 Subject to these Articles, the Directors.

a) may appoint separate committees to be known as Local Governing Bodies (or such other name as the Directors may designate from time to time) for each Academy, and

b) may establish any other committee.

- 91 Subject to these Articles, the constitution, membership and proceedings of any committee 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.

- 92 Not used

- 93 Not used

- 94 The functions and proceedings of the Local Governing Bodies shall be subject to regulations made by the Directors from time to time.

DELEGATION

95. The Directors may delegate to

a any Director;

b any committee (including any Local Governing Body) or any sub-committee thereof,

c the Chief Executive;

d an Executive Principal;

e an Academy Principal,

f any employee of the Company, or

g any combination of the above,

such of their powers or functions as they consider desirable to be exercised by them
Any such delegation shall be made subject to any conditions the Directors may impose
and may be revoked or altered

- 96 Where any power or function of the Directors has been exercised by any committee, person or group of persons (as permitted under the terms of these articles), the committee, person or group of persons 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

PRINCIPAL OFFICER AND ACADEMY PRINCIPALS

97. The Directors shall appoint the Chief Executive, Executive Principal and the Academy Principals of the Academies and (without prejudice to the general power of delegation under article 95) may delegate such powers and functions as they consider are required by the Chief Executive, Executive Principal and Academy Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at the Academies) For the avoidance of doubt, where powers or functions have been delegated to the Chief Executive, Executive Principal or an Academy Principal they may, subject to any constraints imposed by the Board of Directors, delegate the said power or function as appropriate and only so far as is reasonable to any employee of the Company, the Chief Executive, Executive Principal or Academy Principal (as appropriate) remaining answerable to the Board of Directors in respect of any action taken under the delegated power or function

MEETINGS OF THE DIRECTORS

98. Subject to these Articles, the Directors may regulate their proceedings as they think fit
- 99 The Directors shall hold at least three meetings 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)
100. 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
- 101 Each Director shall be given at least fourteen clear days before the date of a meeting –

i) notice thereof, in writing or using electronic communications to an 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 notice of a meeting, and the copy of the agenda thereof 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 notice of the meeting or a copy of the agenda thereof
- 103 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
- 104 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 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 Directors resolve in accordance with Article 104 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
- 107 Subject to Article 109 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. If the Secretary of State has appointed Additional or Further Directors then a majority of the quorum must be made up of Additional or Further Directors
- 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 under Article 45,
 - (b) any vote on the removal of a Director in accordance with Article 56,
 - (c) any vote on the removal of the chairman of the Directors in accordance with Article 80,
- 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 Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote
- 111 Subject to Articles 107-109, 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
- 112 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
- 113 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
- 114 Subject to Article 115, 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
- 115 There may be excluded from any item required to be made available in pursuance of Article 114, 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

116 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, and

b the Directors have access to the appropriate equipment

If after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate

PATRONS AND HONORARY OFFICERS

117 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.

THE SEAL

118 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

ACCOUNTS

119 Accounts shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Company was a non-exempt charity and Parts 15 and 16 of the Companies Act 2006 and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year

ANNUAL REPORT

120 The Directors shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year

ANNUAL RETURN

121 The Directors shall comply with their obligations under Part 24 of the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the

preparation of an annual return to the Registrar of Companies and in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

NOTICES

- 122 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes any number of address used for the purposes of such communications.
- 123 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 or by giving it using electronic communications to an address for the time being notified to the Company by the member. 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, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.
- 124 A Member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 125 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

- 126 Subject to the provisions of the Companies Act 2006 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.

RULES

127 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 Local 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

128 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

AVOIDING INFLUENCED COMPANY STATUS

129 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

130 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

- 131 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
- 132 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
- 133 If at any time the number of Directors or Members who are also Local Authority Associated Persons would (but for Articles 129 to 132 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 such 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
- 134 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)