

ST MARY'S ACADEMY TRUST IN PARTNERSHIP WITH THE DIOCESE OF WAKEFIELD

ST MARY'S ACADEMY TRUST

MINUTES OF THE MEETING HELD ON TUESDAY 11 SEPTEMBER 2012

PRESENT

Mrs M Nixon, Mr C Lee (Executive Principal), Father P Duckworth, Mrs L Edgar, Mrs L Greenfield, Mr C Ramskill, Mrs M Skiffington and Mr L Spencer

IN ATTENDANCE

Mrs S Cook - Observer
Mr C Walls- Acting Headteacher, All Saints Academy Darfield (Observer)

APPOINTMENT OF CHAIRPERSON

RESOLVED

- 1 That
- (a) Mrs M Nixon be appointed as Chairperson,
 - (b) the Chairperson's term of office will be for a period of 1 year

APPOINTMENT OF VICE-CHAIRPERSON

RESOLVED

- 2 That
- (a) Mrs L Greenfield be appointed as Vice Chairperson,
 - (b) the Vice - Chairperson ' s term of office will be for a period of one year

MINUTES OF THE PREVIOUS MEETING

RESOLVED

- 3 That the minutes of the Trust meeting held on 3 July be approved and signed as a correct record

Matters Arising

Scheme of delegation- this item is on the agenda

Planner – this has been updated following the decisions taken

Other matters arising will be covered on the agenda

MINUTES OF COMMITTEE MEETINGS

RESOLVED

- 4 That the minutes of the pay committee meeting held on July 10th 2012 to be approved as a correct record subject to the following amendments

Point c - add F2 to the first sentence

Point F- change to "The Trust need to agree a job description"

Chairperson

THURSDAY



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COMPANIES HOUSE

RESOLVED

- 5 That the minutes of the Trust meeting held on 10 July 2012 be approved and signed as a correct record

CHANGES TO Memorandum and Articles

Sheffield Diocese and the lawyers have requested some changes to the Memorandum and Articles? A copy of the updated Memorandum and Articles was distributed for information. It was explained that additional sentences had been added to ensure that the religious distinctiveness of the document

This has been sent To Sheffield Diocese and to our Solicitors, Schofield Sweeney

RESOLVED

- 6 That the changes to the Memorandum and Articles be approved

FINAL SCHEME OF DELEGATION

The Scheme of Delegation to be used by St Mary's Governing Body is to be shared with governors and then brought back to the Trust to agree.

RESOLVED

- 7 That
- (a) requests for expenditure up to £5000 and Virements of up to £10,000 be made by the local Governing Body,
 - (b) any amounts greater than those stated in a) be referred to the Trust for a decision,
 - (c) that issues can be distributed via email, where necessary, if members cannot arrange to meet face to face,
 - (d) the Scheme of Delegation for St Mary's Governing Body be discussed at the local governing Body and brought back to the Trust for approval

CURRENT POSITION AT ALL SAINTS ACADEMY

Trust members were asked to note the following

- The preliminary close down figure was £46,000 with £3,700 capital
- The Achievement and SEF for All Saints were distributed for information

A Member asked about the staffing situation. Mr Walls informed the Trust that the school had one member on long term sickness and the school has secured the same person to cover this absence. A member of staff will return after Christmas and give extra teaching support to KS2. He informed the Trust that standards continue to be high despite the reduction in support from St Mary's

RESOLVED

- 8 That the information be received and noted

CURRENT POSITION AT ST MARY'S PRIMARY

Chairperson

Mr Spencer distributed copies of the SEF Achievement document and current staffing structure for information

RESOLVED

9 That the information be received and noted

CURRENT POSITION AT PIPERS GROVE

Mr Lee informed the Trust that the Chair and Vice Chair at Pipers Grove were not reappointed at the last Governing Body meeting

Issues have been found and shared with the Authority and Internal Audit and concerns have been acted upon

Numbers on roll in the school have fallen by 40 since January 2012 therefore the budget will reduce by £100,000 The budget was £66,000 in April 2012 and when the Executive Principal arrived at the school the carry forward budget was set to be £8,000 at March 2013, an in year deficit of £58,000 These two factors would have resulted in the school being £150,000 in deficit by the end of the year Cuts have already been made and it is hoped that the end of year figure will be £44,000 carry forward New pupils are also arriving at school now – 5 new pupils started last week Due to the transfer the Trust cannot take liability for this

Mr Lee gave an update on the progress towards conversion, informing Governors that this will not take place until at least March 2013 due to issues with PFI conversion The Trust has been given an additional £12,000 due to the PFI conversion but this could cost an extra £20,000

Consultation on Academy conversion will begin in the next few weeks and Appleyards have been given a breakdown

Action		
1	A working party be set up to look at finances	
2	That Carol Dewhurst be invited to explain the situation	CL

RESOLVED

10 That the information be received and noted

BUDGETS 2011/2012

St Mary's Academy Trust

The Trust generated £153,119 including specific roles from the DfE to ensure the conversion happened A conversion grant of £32,850 was received to cover SIMS, insurance, ICT equipment and website updates etc

The carry forward was £71,769, with an in-year deficit of £23,000

BUDGETS 2012/2013

St Mary's Academy Trust

A start up grant of £40,000 has been received for leadership and changes to the curriculum This amount is for Pipers Grove but is paid into the Trust account The projected carry forward is £48,959

All Saints Academy

Chairperson

A Sports Leader is to be brought into the school. This will be paid for from All Saints budget and not the Trust. The projected carry forward is £29,489.

St Mary's CE Primary

The projected carry forward is £82,246 with £73,000 in capital.

RESOLVED

11 That

- (a) the budget position for St Mary's trust for 2011/12 and projected position for 2012/2013 be noted,
- (b) the projected budget position for All Saints Academy be noted and accepted,
- (c) the projected budget position for St Mary's CE Primary be noted and accepted

ADVERTS

Mr Lee informed Members that 9 people have requested application packs for the position of Financial Director of the Trust. Interviews will be held on 1 October 2012.

Headteacher interviews for Pipers Grove will be held on 15 and 16 October 2012.

Mr Lee asked for approval for Will Andrews to support the Trust at a cost of £500 per day for 10 days. He will complete the Performance Management of Mr Lee, Mr Spencer and Mr Walls, provide training for Mr Spencer and Mr Walls and work with Mr Lee on the Vision for the Trust.

Action		
3	An email be sent around to ask for availability of Trust members for interview panels.	CL
4	Advice be sought from Appleyards regarding potential membership of the interview panel	CL

RESOLVED

12 That the Trust ratify the decision that Mr Andrews support the Trust at a cost of £500 per day for 10 days.

ADMISSIONS

RESOLVED

13 That the admission arrangements for All Saints Academy and St Mary's CE Primary School be approved.

ANY OTHER URGENT BUSINESS

RESOLVED

14 The agreement between St Mary's Academy Trust and the GMB Trade union representing support staff be approved and signed.

Chairperson

APPOINTMENT OF GOVERNORS AT ALL SAINTS ACADEMY DARFIELD

RESOLVED

15 That the following Governors be appointed by the Trust to All Saints Academy Darfield Governing Body

Mrs S Cook, Ms L Marsh, Reverend D Hildred, Father P Duckworth, Mr L Spencer plus one other person to be decided Membership of the Governing Body will also include Mr C Walls as Acting Headteacher, 2 Parent representatives, 1 staff representative and 1 representative from Sheffield Diocese

DATE AND TIME OF NEXT MEETING

RESOLVED

16 That the next meeting, the AGM, be held on 2 October 2012

Chairperson

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

ST MARY'S ACADEMY TRUST

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
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INTERPRETATION

1 In these Articles -

- a "Academies" means the schools referred to in Article 4(a) and established by the Company (and "Academy" means any one of those Academies),
- b "Academy Directors" means Directors appointed pursuant to Articles 51-52 from the Local Governing Body of an Academy (and "Academy Director" means any one of those Academy Directors),
- c "Academy Financial Year" means the academic year from 1st of September to 31st of August in any year,
- d "Additional Directors" means the Directors appointed pursuant to Article 61 and 61A,
- e "the Articles" means these Articles of Association of the Company,
- f "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor,
- g "Church of England Academies" means those Academies designated as Church of England academies as may now or subsequently be carried on by the Company

- h "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,
- i "the Company" means save as otherwise defined at Article 6.9 the company intended to be regulated by these Articles and referred to in Article 2,
- j "Diocese" means the relevant Church of England diocese in which the Academies are situated,
- k "Diocesan Board of Education" means that body constituted under the Diocesan Boards of Education Measure 1991 for the Diocese and any successor body,
- l "the Directors" means save as otherwise defined at Article 6.9 the directors of the Company (and "Director" means any one of those directors),
- m "Executive Principal" means such person as may be appointed by the Directors as the Executive Principal,
- n "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,
- o "Further Directors" means the Directors appointed pursuant to Article 62 ,
- p "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),
- q "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,
- r "Local Governing Bodies" means the committees appointed pursuant to Articles 100-104 (and "Local Governing Body" means any one of these committees),
- s "Member" means a member of the Company and someone who as such is bound by the undertaking contained in Article 8 ,

- t "the Memorandum" means the Memorandum of Association of the Company,
- u "Office" means the registered office of the Company,
- v "Parent Directors" means the Directors appointed pursuant to Articles 53 – 56 inclusive
- w "Principal Officiating Minister" means The Principal Officiating Minister of St Mary the Virgin Parish, Barnsley or such person as may be appointed to act in their stead by the Wakefield Diocesan Umbrella Trust,
- x "Principals" means the head teachers of the Academies (and "Principal" means any one of these head teachers),
- y "Principal Regulator" means the body or person appointed as the Principal Regulator under the Charities Act 2006,
- z "Relevant Funding Agreements" means the agreement or agreements entered into by the Company and the Secretary of State under section 1 of the Academies Act 2010 for the establishment of each Academy, including any variation or supplemental agreements thereof,
- aa "the seal" means the common seal of the Company if it has one,
- bb "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,
- cc "Secretary of State" means the Secretary of State for Education or successor,
- dd "St Mary's C E (A) Primary School" means St Mary's C E (A) Primary School of Stocks Lane, Barnsley, South Yorkshire, S75 2DF,
- ee "Staff Director" means an employee of the Company who may be appointed as a Director pursuant to Article 50A,

- ff “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,
- gg “Trustees” means those trustees holding a school site and providing it to the Company for use and occupation by an Academy,
- hh “the United Kingdom” means Great Britain and Northern Ireland,
- ii “Wakefield Diocesan Umbrella Trust” means Wakefield Diocesan Umbrella Trust registered with company number 07900244 and having its registered office at Church House, 1 South Parade, Wakefield, WF1 1LP,
- jj words importing the masculine gender only shall include the feminine gender Words importing the singular number shall include the plural number, and vice versa,
- kk 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 2006, as appropriate,
- ll any reference to a statute or statutory provision or measure shall include any statute or statutory provision or measure which replaces or supersedes such statute or statutory provision including any modification or amendment thereto

2 The Company's name is St Mary's Academy Trust (and in this document it is called **“the Company”**)

3 The Company's registered office is to be situated in England and Wales

OBJECTS

4 The Company's object (**“the Object”**) is specifically restricted to the following

- (a) 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 with a designated

Church of England religious character offering a broad and balanced curriculum conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship (as required by the Relevant Funding Agreements), and in having regard to the advice of the Diocesan Board of Education,

(b) in relation to those Academies which are not Church of England Academies, to promote for the benefit of the public in the United Kingdom 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 or 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

5 In furtherance of the Object 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 (subject to such consents as may be required by law or as may be required from Trustees as landlord/licensor where this is the case) to acquire, alter, improve and charge or otherwise dispose of property,
- d subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Object (including the maintenance of an effective Church of England ethos) 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 Object,
- f to co-operate with other charities, other independent and maintained schools,

voluntary bodies and statutory authorities operating in furtherance of the Object 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,
- 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 from Trustees or otherwise 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 Object 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 object (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 Object and appropriate to the religious character of the Academy

- 6 1 The income and property of the Company shall be applied solely towards the promotion of the Object
- 6 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
- a benefit as a beneficiary of the Company,
 - b be paid reasonable and proper remuneration for any goods or services supplied to the Company,
 - c 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
 - d 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, or 0.5%, whichever is the higher
- 6 3 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 the Directors in their capacity as directors of the Company
- 6 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
- 6 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

6 6 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 (other than the Executive Principal and any Staff Director whose employment and/or remuneration is subject to the procedure and conditions in Article 6 8),
- d receive any other financial benefit from the Company

unless

- (i) the payment is permitted by Article 6 7 and the Directors follow the procedure and observe the conditions set out in Article 6 8, or
- (ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes

6 7 Subject to Article 6 8, a Director may

- a receive a benefit from the Company in the capacity of a beneficiary of the Company,
- b 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 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, or 0 5%, whichever is the higher
- d 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

6 8 The Company and its Directors may only rely upon the authority provided by Article 6 7

if each of the following conditions is satisfied

- a the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances,
- b the Director is absent from the part of any meeting at which there is discussion of
 - (i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit or
 - (ii) his or her performance in the employment, or his or her performance of the contract or
 - (iii) 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 Article 6 7 or
 - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6 7,
- c 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,
- d save in relation to employing or contracting with the Executive Principal (a Director pursuant to Article 57) and any Staff Director, 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)
- e the reason for their decision is recorded by the Directors in the minute book,
- f a majority of the Directors then in office have received no such payments or benefit

6 8A The provision in Article 6 6 (c) that no Director may be employed by or receive any

remuneration from the Company (other than the Executive Principal and any Staff Director) does not apply to an employee of the Company who is subsequently elected or appointed as a Director save that this Article shall only allow such a Director to receive remuneration or benefit from the Company in his capacity as an employee of the Company and provided that the procedure as set out in Articles 6 8(b)(i), (ii) and 6 8 (c) is followed

6 9 In Articles 6 2-6 9

a "company" shall include any company in which the Company

- (i) holds more than 50% of the shares or
- (ii) controls more than 50% of the voting rights attached to the shares or
- (iii) 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
- (vi) 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

7 The liability of the Members of the Company is limited

- 8 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
- 9 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 Object 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 Article 6 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
- 10 No alteration or addition shall be made to or in the provisions of the Memorandum or Articles without the written consent of the Secretary of State and the Wakefield Diocesan Umbrella Trust
- 11 No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Company would cease to be a company to which section 60 of the Companies Act 2006 applies, or (b) that the Company would cease to be a charity or (c) that it might weaken the maintenance of the religious character of any of the designated faith Academies

MEMBERS

- 12 The Members of the Company shall comprise
 - a the signatories to the Memorandum who are
 - i the Wakefield Diocesan Umbrella Trust and
 - b up to 8 persons appointed by the Wakefield Diocesan Umbrella Trust who shall include the Principal Officiating Minister, 1 person appointed by the Secretary of State, in the event that the Secretary of State appoints a person for this purpose,

c the chairman of the Directors, and

d any person appointed under Article 16

12A The Secretary of State's appointed Member (further to Article 12 c) shall become a Member upon the Secretary of State delivering, or posting (by registered post), to the Office of the Academy Trust a notice appointing a person as his Member

13 Each of the persons entitled to appoint Members in Article 12 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

14 If any of the persons entitled to appoint Members in Article 12

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

15 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

- 16 The Members may, with the written consent of the Wakefield Diocese Umbrella Trust 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
- 17 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
- 18 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 13 or 16 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

- 19 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 General Meetings
- 20 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

- 21 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 and together representing not less than 90% of the total voting rights at that meeting. 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.

- 22 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

- 23 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. Five 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.
- 24 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.
- 25 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.
- 26 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.
- 27 A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.

- 28 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.
- 29 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, or,
 - 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.
- 30 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.
- 31 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.
- 32 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time, date 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.

- 33 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, date 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.
- 34 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.
- 35 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 provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members.

VOTES OF MEMBERS

- 36 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.
- 37 Not used.
- 38 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
- 39 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.
- 40 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 general meeting/ general meeting of the Company to be held on _____ 20[], and at any adjournment thereof
Signed on _____ 20[]"

- 41 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 general meeting/ 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[]"

- 42 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 Members 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

- 43 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
- 44 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

- 45 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 46 Subject to Articles 48-49 and 63, the Company shall have the following Directors
 - a not less than 10 Directors, appointed under Article 50,
 - b any Staff Directors, if appointed under Article 50A,
 - c Academy Directors appointed under Article 51 or Article 52,

- d. the Executive Principal,
- e a minimum of 2 Parent Directors appointed under Articles 53-56,
- f Any Additional Directors, if appointed under Article 61, 61A or 67A,
- g Any Further Directors, if appointed under Article 62 or Article 67A,
- 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

47 The Company may also have any Co-opted Director appointed under Article 58

48 The first Directors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006

49 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 Executive Principal has not been appointed, then the relevant Article or part thereof shall not apply

APPOINTMENT OF DIRECTORS

50 The Members shall appoint a minimum of 10 Directors (who shall include the Principal Officiating Minister) and may appoint such further Directors as they shall determine

50A The Members may appoint Staff Directors through such process as they may determine provided that the total number of Directors (including the Executive Principal) who are employees of the Company does not exceed one third of the total number of Directors

ACADEMY DIRECTORS

51 Subject to Article 52, the chairman of each Local Governing Body shall be an Academy Director for as long as he remains in office as such and shall be appointed by the Directors of the Company but they shall appoint as the chairman of a Local Governing

Body someone other than the Executive Principal

- 52 If the number of Academies exceeds 5, the chairmen of the Local Governing Bodies shall elect 5 persons from amongst their numbers to be the Academy Directors. Any person elected in accordance with this Article shall only remain an Academy Director for as long as he remains chairman of a Local Governing Body. The Directors shall make all necessary arrangements for, and determine all other matters relating to, the election of the Academy Directors in accordance with this Article. Any election of the Academy Directors which is contested shall be held by secret ballot.

PARENT DIRECTORS

- 53 There shall be a minimum of 2 Parent Directors for every 10 or fewer Academies elected and appointed in accordance with Articles 54 to 56 (inclusive).
- 54 Parent Directors 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 Directors must be a parent of a registered pupil at one of the Academies at the time when he is elected.
- 54A 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.
- 55 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.
- 56 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, the Directors may appoint a person who is the parent of a child of compulsory school age.

EXECUTIVE PRINCIPAL

- 57 The Executive Principal shall be a Director for as long as he remains in office as such

CO-OPTED DIRECTORS

- 58 The Directors appointed under Article 50 may, with the consent of the Wakefield Diocesan Umbrella Trust, appoint up to 3 Co-opted Directors for such term (not exceeding four years) and otherwise upon such conditions as they shall think fit. 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. The Directors may not co-opt an employee of the Company as a Co-opted Director if thereby the number of Directors who are employees of the Company would exceed one third of the total number of Directors (including the Executive Principal).

APPOINTMENT OF ADDITIONAL DIRECTORS

- 59 The Secretary of State may give a warning notice to the Directors (which he shall copy to the Wakefield Diocesan Umbrella Trust) where he is satisfied—
- a that the standards of performance of pupils at any of the Academies are unacceptably low, or
 - b that there has been a serious breakdown in the way any of the Academies are managed or governed, or
 - c that the safety of pupils or staff of any of the Academies is threatened (whether by a breakdown of discipline or otherwise)
- 60 For the purposes of Article 59 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 59,
 - 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')

- 61 The Secretary of State may appoint such Additional Directors as he thinks fit (after consultation with the Wakefield Diocesan Umbrella Trust) if the Secretary of State has
- a given the Directors a warning notice in accordance with Article 59, 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
- 61A The Secretary of State may also appoint such Additional Directors (after consultation with the Wakefield Diocesan Umbrella Trust) 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
- 62 The Secretary of State may also appoint such Further Directors as he thinks fit (after consultation with the Wakefield Diocesan Umbrella Trust) if a Special Measures Termination Event (as defined in the Relevant Funding Agreement) occurs in respect of any Academy
- 63 Within 5 days of the Secretary of State appointing any Additional or Further Directors in accordance with Articles 61, 61A or 62, any Directors appointed under Article 50 and holding office immediately preceding the appointment of such Directors, shall resign immediately and the Members' power to appoint Directors under Article 50 shall remain suspended until the Secretary of State removes one or more of the Additional or Further Directors

TERM OF OFFICE

- 64 The term of office for any Director shall be 4 years save that this time limit shall not apply to
- a the Executive Principal,

b any co-opted Director, and

c to the first term of office of any Director who, immediately prior to incorporation of the Company, was a governor on the governing body of St Mary's C E (A) Primary School

64A The first term of office of any Director referred to in Article 64 c shall be a period equal to that which would have been the remainder of their term of office as a governor of St Mary's C E (A) Primary School

64B Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected

RESIGNATION AND REMOVAL

65 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)

66 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 or an Academy Director

67 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

67A Where an Additional or Further Director appointed pursuant to Articles 61, 61A or 62 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

68 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

- 69 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
- 70 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
- 71 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
- 72 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)
- 73 A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in 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)
- 74 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
- 75 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 kept by the Secretary of State under section 1 of the Protection

of Children Act 1999, or

- b disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000, or
- c barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006)

76 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 or is subject to any prohibition or restriction which takes effect as if contained in such a direction

77 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

78 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 Executive Principal 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.

79 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.

80 Articles 68 to 79 and Articles 97-98 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

- 81 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 a 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

- 82 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.

- 83 Subject to Article 84, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with Article 85.

- 84 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.

- 85 Where by reason of any of the matters referred to in Article 84, 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.

- 86 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
- 87 Where in the circumstances referred to in Article 86 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
- 88 The Secretary shall act as chairman during that part of any meeting at which the chairman is elected
- 89 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot
- 90 The Directors may remove the chairman or vice-chairman from office in accordance with these Articles
- 91 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—
- a 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
 - b 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
- 92 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

- 93 Subject to provisions of the Companies Act 2006, 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 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.

94 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 Object 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 Object,

b to enter into contracts on behalf of the Company

95 In the exercise of their powers and functions, the Directors may consider any advice given by the Executive Principal and any other executive officer

96 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

97 Any Director who has or can have any direct or indirect 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)

- 98 For the purpose of Article 97, 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 Articles 6.5-6.9

THE MINUTES

- 99 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

- 100 Subject to these Articles, the Directors
- a may appoint separate committees to be known as Local Governing Bodies for each Academy, and
 - b may establish any other committee
- 101 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, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Directors. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

- 102 not used

103 not used

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

DELEGATION

105 The Directors may delegate to any Director, committee (including any Local Governing Body), the Executive Principal or any other holder of an executive office, 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.

106 Where any power or function of the Directors has been exercised by any committee (including any Local Governing Body), any Director, the Executive Principal, or any other holder of an executive office, that person or committee 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.

EXECUTIVE PRINCIPAL AND PRINCIPALS

107 The Directors after having consulted the Diocesan Director of Education for the Diocese in which the Academy is situated and having made use of their powers under s 124A of the School Standards and Framework Act 1998 shall appoint the Executive Principal and the Principals of the Academies and

107A In appointing staff the Directors will have regard to their powers under s 124A of the School Standards and Framework Act 1998 and to their power to declare a Genuine Occupational Requirement for non teaching appointments where they believe this to be justified.

MEETINGS OF THE DIRECTORS

108 Subject to these Articles, the Directors may regulate their proceedings as they think fit.

109 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)

110 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

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

- a notice in writing thereof, signed by the Secretary, and sent to each Director at the address provided by each Director from time to time, and
- b a copy of the agenda for the meeting,

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs

112 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 thereof

113 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

114 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 117 , subject to Article 119

115 Where in accordance with Article 114 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

116 Where the Directors resolve in accordance with Article 114 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

117 Subject to Article 119 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

118 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

119 The quorum for the purposes of—

- a appointing a parent Director under Articles 56,
- b any vote on the removal of a Director in accordance with Article 66,
- c any vote on the removal of the chairman of the Directors in accordance with Article 90,

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

120 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.

121 Subject to Articles 117-119, 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.

122 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

123 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.

124 Subject to Article 125, 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.

125 There may be excluded from any item required to be made available in pursuance of Article 124, 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 or, and
- c any matter which, by reason of its nature, the Directors are satisfied should remain confidential

126 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

127 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

128 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

129 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

- 130 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

- 131 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

- 132 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 a number or address used for the purposes of such communications
- 133 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

- 134 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
- 135 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

- 136 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

- 137 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 in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate
- a 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,
 - b the procedure at 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, and

c generally, all such matters as are commonly the subject matter of company rules

- 138 The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws but only with the consent of the Wakefield Diocesan Umbrella Trust Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles

AVOIDING INFLUENCED COMPANY STATUS

- 139 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
- 140 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
141. 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
- 142 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
- 143 If at any time the number of Directors or Members who are also Local Authority Associated Persons would (but for Articles 139 to 142 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

- 144 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)