FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8024353

The Registrar of Companies for England and Wales, hereby certifies that

BISHOP PEROWNE CHURCH OF ENGLAND COLLEGE

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **10th April 2012**

N08024353C

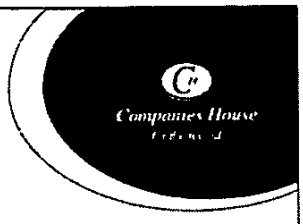
Companies House
— for the record —

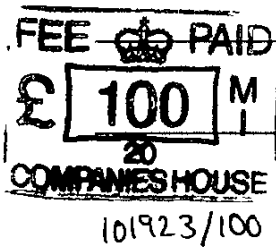
THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company





A fee is payable with this form
Please see 'How to pay' on the last page

What this form is for
You may use this form to register a private or public company

What this form is NOT for
You cannot use this form to register a limited liability partnership To do this, please use form LL IN01

TUESDAY

L16JE714
LD1 10/04/2012 #52
COMPANIES HOUSE

Part 1 Company details

Filling in this form
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company name in full ❶: BISHOP PEROWNE CHURCH OF ENGLAND COLLEGE

For official use: 8 0 2 4 3 5 3

❶ Duplicate names
Duplicate names are not permitted A list of registered names can be found on our website. There are various rules that may affect your choice of name More information is available at www companieshouse.gov uk

A2 Company name restrictions ❷

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

☑ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

❷ Company name restrictions
A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website www companieshouse.gov uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ❸

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative

☑ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative

❸ Name ending exemption
Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this.
For more details, please go to our website www companieshouse.gov uk

A4 Company type ❹

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)

- ☐ Public limited by shares
- ☐ Private limited by shares
- ☑ Private limited by guarantee
- ☐ Private unlimited with share capital
- ☐ Private unlimited without share capital

❹ Company type
If you are unsure of your company s type please go to our website www companieshouse gov uk

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A5 Situation of registered office ❶

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- [x] England and Wales
- [ ] Wales
- [ ] Scotland
- [ ] Northern Ireland

❶ Registered office
Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6 Registered office address ❷

Please give the registered office address of your company

Building name/number	BISHOP PEROWNE COLLEGE
Street	MERRIMAN'S HILL ROAD
Post town	WORCESTER
County/Region	WORCESTERSHIRE
Postcode	W R 3 8 L E

❷ Registered office address
You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7 Articles of association ❸

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- [ ] Private limited by shares
- [ ] Private limited by guarantee
- [ ] Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- [ ] Private limited by shares
- [ ] Private limited by guarantee
- [ ] Public company

Option 3

- [x] I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

❸ For details of which company type can adopt which model articles, please go to our website www companieshouse gov uk

A8 Restricted company articles ❹

Please tick the box below if the company's articles are restricted

- [x]

❹ Restricted company articles
Restricted company articles are those containing provision for entrenchment For more details, please go to our website www companieshouse gov uk

IN01
Application to register a company

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

Secretary

B1 Secretary appointments ❶

Please use this section to list all the secretary appointments taken on formation
For a corporate secretary, complete Sections C1-C5

Title*

Full forename(s)

Surname

Former name(s) ❷

❶ **Corporate appointments**
For corporate secretary appointments, please complete section C1 C5 instead of section B

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years
Married women do not need to give former names unless previously used for business purposes

B2 Secretary's service address ❶

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office

If you provide your residential address here it will appear on the public record

B3 Signature ❶

I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature
X

❶ **Signature**
The person named above consents to act as secretary of the proposed company

IN01
Application to register a company

Corporate secretary

C1 Corporate secretary appointments ❶

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Additional appointments**
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address
This is the address that will appear on the public record This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**
→ No Complete **Section C4 only**

C3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

Registration number

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered you must also provide its number in that register

C5 Signature ❺

I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature
X X

❺ **Signature**
The person named above consents to act as corporate secretary of the proposed company

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MS
Full forename(s)	JULIE ALISON
Surname	FARR
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	BRITISH
Date of birth	30 06 1955
Business occupation (if any) ❹	HEADTEACHER

❶ Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4

❹ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ❺

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

❺ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1**

Signature

X Julie A Farr X

❻ Signature
The person named above consents to act as director of the proposed company

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	ROBERT ALAN
Surname	KINGTON
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	BRITISH
Date of birth	30 09 1935
Business occupation (if any) ❹	

❶ Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4

❹ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ❺

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

❺ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1**

Signature

X X

❻ Signature
The person named above consents to act as director of the proposed company

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	JOHN SINCLAIR
Surname	BAILEY
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	BRITISH
Date of birth	d 1 2 m 1 1 y 1 9 2 4
Business occupation (if any) ❹	

❶ **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4

❹ **Business occupation**
If you have a business occupation please enter here. If you do not, please leave blank

Additional appointments
If you wish to appoint more than one director please use the 'Director appointments continuation page.

D2 Director's service address ❺

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

❺ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1**.

Signature X X

❻ **Signature**
The person named above consents to act as director of the proposed company

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	THE VERY REVEREND
Full forename(s)	PETER GORDON
Surname	ATKINSON
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	ENGLISH
Date of birth	26 08 1952
Business occupation (if any) ❹	DEAN OF WORCESTER

❶ **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4

❹ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page

D2 Director's service address ❺

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

❺ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1**

Signature

Signature
X P.C. Atkinson X

❻ **Signature**
The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director

E1 Corporate director appointments ❶

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Additional appointments**
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address
This is the address that will appear on the public record This address must be a physical location for the delivery of documents It cannot be a PO box number (unless contained within a full address) DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3 only**
→ **No** Complete **Section E4 only**

E3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

If applicable, the registration number

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5 Signature ❺

I consent to act as director of the proposed company named in **Section A1**

Signature

Signature
X

X

❺ **Signature**
The person named above consents to act as corporate director of the proposed company

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?
→ **Yes** Complete the sections below
→ **No** Go to **Part 4 (Statement of guarantee)**

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
		Totals		£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value ❸	

❸ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example £100 + €100 + $10 etc

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ Number of shares issued multiplied by nominal value of each share.

Continuation Pages
Please use a Statement of Capital continuation page if necessary

F4 **Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1** and **F2**

Class of share

Prescribed particulars ❶

❶ **Prescribed particulars of rights attached to shares**

The particulars are
a particulars of any voting rights, including rights that arise only in certain circumstances,
b particulars of any rights, as respects dividends, to participate in a distribution,
c particulars of any rights, as respects capital to participate in a distribution (including on winding up), and
d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages
Please use the next page or a Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share	
Prescribed particulars ❶	

❶ Prescribed particulars of rights attached to shares

The particulars are

a particulars of any voting rights, including rights that arise only in certain circumstances,

b particulars of any rights, as respects dividends to participate in a distribution,

c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and

d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record These do not need to be the subscribers' usual residential address.

Initial shareholdings
Please list the company s subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below

→ **No** Go to Part 5 (Statement of compliance)

G1 Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

❶ **Name**
Please use capital letters

❷ **Address**
The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address.

❸ **Amount guaranteed**
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ❶	STUART
Surname ❶	CURRIE
Address ❷	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ❸	TEN POUNDS (£10)

Subscriber's details

Forename(s) ❶	JOHN SINCLAIR
Surname ❶	BAILEY
Address ❷	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ❸	TEN POUNDS (£10)

Subscriber's details

Forename(s) ❶	PETER GORDON
Surname ❶	ATKINSON
Address ❷	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ❸	TEN POUNDS (£10)

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Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

❶ **Name**
Please use capital letters.

❷ **Address**
The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address

❸ **Amount guaranteed**
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

→ **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
→ **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1 Statement of compliance delivered by the subscribers ❶

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

❶ **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

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Application to register a company

Subscriber's signature	Signature X X	**Continuation pages** Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	

H2 **Statement of compliance delivered by an agent**

	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association
Agent's name	VEALE WASBROUGH VIZARDS
Building name/number	BARNARD'S INN
Street	86 FETTER LANE
Post town	LONDON
County/Region	
Postcode	E C 4 A 1 A D
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X Veale Wasbrough Vizards X

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Application to register a company

Presenter information

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

Contact name TOM CHAPMAN

Company name VEALE WASBROUGH VIZARDS

Address

Post town

County/Region

Postcode

Country

DX 6 LONDON/CHANCERY LANE

Telephone 0207 665 0897

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee is payable on this form
Make cheques or postal orders payable to 'Companies House' For information on fees, go to www companieshouse gov uk

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales.
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption
If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

THE COMPANIES ACT 2006

& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)

A COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

BISHOP PEROWNE CHURCH OF ENGLAND COLLEGE

Single and Multi Model

THE COMPANIES ACT 2006

& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)

SCHEDULE 2

A COMPANY LIMITED BY GUARANTEE

Regulation 2(b)

MEMORANDUM OF ASSOCIATION OF

BISHOP PEROWNE CHURCH OF ENGLAND COLLEGE

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber *Authentication by each subscriber*

Name
STUART CURRIE

Signature

On behalf of The Worcester Diocesan Academies Trust

Name
JOHN BAILEY

Signature

Name
PETER ATKINSON

Signature:

Dated 5/4/12

2012

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

BISHOP PEROWNE CHURCH OF ENGLAND COLLEGE

COMPANY NUMBER

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

BISHOP PEROWNE CHURCH OF ENGLAND COLLEGE

INTERPRETATION

1 In these Articles -

a "Academy" means the school referred to in Article 4 and established by the Academy Trust,

b "Academy Financial Year" means the academic year from 1st of September to 31st of August in any year,

c "Academy Trust" means the company intended to be regulated by these Articles and referred to in Article 2,

d "Additional Governors" means the Governors appointed pursuant to Article 62 and 62A,

e "the Articles" means these Articles of Association of the Academy Trust,

f "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor

g "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,

h "Dean" means the Dean of the Church of England Deanery in which the academy is situated and/or which it serves,[1]

i "Diocese" means the Church of England diocese in which the Academy is situated,

j "Diocesan Bishop" means the Bishop of the Diocese or a diocesan official appointed by him for the role to be undertaken by the Diocesan Bishop in these Articles,

k "Diocesan Board of Education" means that body constituted under the Diocesan Boards of Education Measure 1991 for the relevant diocese and any successor body,

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

m "Funding Agreement" means the agreement made under section 1 of the Academies Act 2010 between the Academy Trust and the Secretary of State to establish the Academy,

n "Further Governors" means the Governors appointed pursuant to Article 63 ,

o "Governors" means the directors of the Academy Trust (and "Governor" means any one of those directors), subject to the definition of this term at Article 6 9(b) in relation to Articles 6 2-6 9,

p "Head" means the head teacher of the Academy,

q "the Incumbent(s)" means the incumbent or licensed priest in charge or other licensed minister for the time being of the Benefice of Worcester St Barnabas with Christ Church or in the case of a vacancy or unwillingness of the Incumbent(s) to act such person(s) as may be appointed to act in their stead by the Archdeacon of Worcester,

r "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,

[1] Please consider this definition carefully and amend as necessary If the Area Dean is not to be a member of the academy trust this definition can be deleted If only one Area Dean is to be a member then please amend the definition to make this clear If two or more Area Deans are to be members one for where the academy is situated and others for areas that the Academy will served then amend the definition so as to refer to all Area Deans

s "Member" means a member of the Academy Trust and someone who as such is bound by the undertaking contained in Article 8 ,

t "Memorandum" means the Memorandum of Association of the Academy Trust,

u "Office" means the registered office of the Academy Trust,

v "Parent Governors" means the Governors appointed pursuant to Articles 53 to 58 inclusive,

w "Parish" means the Church of England parish in which the Academy is situated or one which it serves,

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

y "seal" means the common seal of the Academy Trust if it has one,

z "Secretary" means the secretary of the Academy Trust or any other person appointed to perform the duties of the secretary of the Academy Trust, including a joint, assistant or deputy secretary,

aa "Secretary of State" means the Secretary of State for Education or successor,

bb "Staff Governor" means an employee of the Academy Trust who may be appointed as a Governor pursuant to Article 50A,

cc "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 the Academy,

dd "Trustees" means those trustees holding the school site and providing it to the Academy Trust for use and occupation by the Academy[2],

ee "United Kingdom" means Great Britain and Northern Ireland,

ff "WDAT" means The Worcester Diocesan Academies Trust (company registration number 07693683),

gg words importing the masculine gender only shall include the feminine gender Words

[2] There are various references in this Memorandum and Articles of Association to the involvement we consider the Trustees should have in relation to the running of the Academy whether or not the

importing the singular number shall include the plural number, and vice versa,

hh 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,

ii 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 or measure including any modification or amendment thereto

2 The company's name is "Bishop Perowne Church of England College" (and in this document it is called "**the Academy Trust**")

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

OBJECTS

4 The Academy Trust's object ("**the Object**") is specifically restricted to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing a school 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 Funding Agreement), and in having regard to the advice of the Diocesan Board of Education("the Academy")

5 In furtherance of the Object but not further or otherwise the Academy Trust 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 Academy Trust,

(b) to raise funds and to invite and receive contributions provided that in raising funds the Academy Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,

(c) (subject to such further consents as may be required by law or as may be

Trustees (as defined) are also members of the Academy Trust

required from the 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 Academy Trust the costs, charges and expenses of and incidental to the formation and registration of the Academy Trust,

(h) to establish, maintain, carry on, manage and develop the Academy at Bishop Perowne College, Merriman's Hill Road, Worcester, Worcestershire WR3 8LE,

(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 the Academy and to its approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in academies,

(l) subject to such consents as may be required from the Trustees or otherwise required by law and/or by any contract entered into by or on behalf of the Academy Trust to borrow and raise money for the furtherance of the Object in such manner and on such security as the Academy Trust may think fit,

(m) to deposit or invest any funds of the Academy Trust not immediately required for

the furtherance of its Object(but to invest only after obtaining such advice from a financial expert as the Governors 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 Governors,

(ii) every transaction is reported promptly to the Governors, the performance of the investments is reviewed regularly with the Governors,

(iii) the Governors 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 Governors on receipt, and

(vi) the financial expert must not do anything outside the powers of the Governors

(o) to arrange for investments or other property of the Academy Trust to be held in the name of a nominee company acting under the control of the Governors 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 Governors 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 Academy Trust Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors 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 Governors in their capacity as Governors,

(q) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy Trust,

(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 Academy Trust shall be applied solely towards the promotion of the Object

6 2 None of the income or property of the Academy Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Academy Trust Nonetheless a Member of the Academy Trust who is not also a Governor may

a) benefit as a beneficiary of the Academy Trust,

b) be paid reasonable and proper remuneration for any goods or services supplied to the Academy Trust,

c) be paid rent for premises let by the Member of the Academy Trust 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 Academy Trust 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 Governors, or 0 5%, whichever is the higher

6 3 A Governor may benefit from any indemnity insurance purchased at the Academy Trust's expense to cover the liability of the Governors 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 Academy Trust Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors 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 Governors in their capacity as directors of the Academy Trust

6 4 A company, which has shares listed on a recognised stock exchange and of which any one Governor 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 Academy Trust

6 5 A Governor may at the discretion of the Governors be reimbursed from the property of the Academy Trust for reasonable expenses properly incurred by him or her when acting on behalf of the Academy Trust, but excluding expenses in connection with foreign travel

6 6 No Governor may

(a) buy any goods or services from the Academy Trust,

(b) sell goods, services, or any interest in land to the Academy Trust,

(c) be employed by or receive any remuneration from the Academy Trust (other than the Head and any Staff Governor whose employment and/or remuneration is subject to the procedure and conditions in Article 6 8)

(d) receive any other financial benefit from the Academy Trust,

unless

(i) the payment is permitted by Article 6 7 and the Governors follow the procedure and observe the conditions set out in Article 6 8, or

(ii) the Governors 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 Governor may

a) receive a benefit from the Academy Trust in the capacity of a beneficiary of the Academy Trust

b) be employed by the Academy Trust or enter into a contract for the supply of goods or services to the Academy Trust, other than for acting as a Governor

c) receive interest on money lent to the Academy Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Governors, or 0 5%, whichever is the higher

(d) receive rent for premises let by the Governor to the Academy Trust if the amount of the rent and the other terms of the lease are reasonable and proper

6 8 The Academy Trust and its Governors 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 Governor do not exceed an amount that is reasonable in all the circumstances

(b) the Governor 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 Governor does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting

(d) save in relation to employing or contracting with the Head (a Governor pursuant to Articles 46 and 52) the other Governors are satisfied that it is in the interests of the Academy Trust to employ or to contract with that Governor rather than with someone who is not a Governor In reaching that decision the Governors must balance the advantage of employing a Governor against the disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest)

(e) the reason for their decision is recorded by the Governors in the minute book

(f) a majority of the Governors then in office have received no such payments or benefit

6 8A The provision in clause 6 6 (c) that no Governor may be employed by or receive any remuneration from the Academy Trust (other than the Head or a Staff Governor) does not apply to an existing employee of the Academy Trust who is subsequently elected or appointed as a Governor save that this clause shall only allow such a Governor to receive remuneration or benefit from the Academy Trust in his capacity as an employee of the Academy Trust 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) "Academy Trust" shall include any company in which the Academy Trust

- holds more than 50% of the shares, or
- controls more than 50% of the voting rights attached to the shares, or
- has the right to appoint one or more directors to the board of the company

(b) "Governor" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his or her partner

(c) the employment or remuneration of a Governor includes the engagement or remuneration of any firm or company in which the Governor is

(i) a partner,
(ii) an employee,
(iii) a consultant,
(iv) a director,
(v) a member, or
(v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Governor holds less than 1% of the issued capital

7 The liability of the members of the Academy Trust is limited

8 Every Member of the Academy Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Academy Trust'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 Academy Trust'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 Academy Trust 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 Academy Trust, 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 Academy Trust by Article 6 above, chosen by the Members of the Academy Trust 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 Articles without the written consent of the Secretary of State, the Trustees and the Diocesan Board of Education[3]

11 No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Academy Trust would cease to be a company to which section 60 of the Companies Act 2006 applies, or (b) that the Academy Trust would cease to be a charity or (c) that it might weaken the maintenance of an effective Church of England ethos at the Academy

MEMBERS

12 The Members of the Academy Trust shall comprise

(a) the signatories to the Memorandum[4] who are

[3]The reference to the requirement that the consent of the Trustees and the Diocesan Board of Education be obtained (whether they are members or otherwise) corresponds to the requirement for maintained schools that the consent of these bodies be obtained prior to a change to the Instrument of Government under the Schools Governance (Constitution) (England) Regulations 2007

[4] There must be no less than 3 signatories to the Memorandum of Association and in the case of a Church of England academy we consider only Church of England members should be the initial signatories and should ensure that they will together constitute the majority of the Members at all times **THIS IS FUNDAMENTAL** For a Church of England school converting to an academy we recommend the starting point for choosing who the Church of England members should be would be those Church of England corporate bodies, or corporate persons who are responsible for the appointment of foundation governors to the predecessor school The following are potential corporate members (a) The Diocesan Board of Education (if it is an incorporated body) or any other corporate body established in association with it, or otherwise the Diocesan Board of Finance (with the DBE acting on its behalf if the DBE is not a corporate body) [**in fact we recommend that the DBE, or a**

WDAT,

the Chair of Governors, and

the Dean

(b) up to 3 persons who may be appointed by WDAT

(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 Incumbent, and

(e) 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

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corporate body established in association with it or the DBF be a member whether or not they had a role as appointing foundation governors in the predecessor school] (b) any relevant PCC (c) any relevant Incumbent (d) any relevant Area Dean (e) the Trustees (f)the Diocesan Bishop Advice should be taken as to appropriate members in each situation It is important that corporate bodies or persons demonstrably acting in their corporate capacity are chosen as members There are two points to make here (1) New members can only be appointed by unanimous agreement of the other members so having corporate persons avoids problems of death and ensures automatic succession (2) The Memorandum and Articles of Association constitutes a contract between the members and the academy trust so it is important that those who previously had powers of appointment of foundation governors in the predecessor school now actually are the members themselves They can appoint an individual as a representative to represent them at meetings

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 own affairs, or

c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally

16 The Members with the written consent of the Diocesan Board of Education 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

17 Every person nominated to be a Member of the Academy Trust shall either sign a written consent to become a Member or sign the register of Members on becoming a Member

18 Any individual (but not corporate) 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 Academy Trust 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 [5]

GENERAL MEETINGS

19 The Academy Trust 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 Academy Trust and that of the next Provided that so

[5] Resignations which threaten Church of England members losing their majority should be avoided

long as the Academy Trust 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 Governors shall appoint All meetings other than Annual General Meetings shall be called General Meetings

20 The Governors 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 Governors to call a general meeting, any Governor or any Member of the Academy Trust 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 Governors 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 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 provided that at least one Member present must be a Governor

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 Governors may determine

25 The chairman, if any, of the Governors or in his absence some other Governor nominated by the Governors shall preside as chairman of the meeting, but if neither the chairman nor such other Governor (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Governors present shall elect one of their number to be chairman and, if there is only one Governor present and willing to act, he shall be the chairman

26 If no Governor is willing to act as chairman, or if no Governor 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 Governor 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, date 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 -

i by the chairman, or

ii by at least two Members having the right to vote at the meeting, or

iii 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, date 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, date 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 Academy Trust 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 Governors may approve) -

"I/We, , of , being a Member/Members of the above named Academy Trust, 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 Academy Trust 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 Governors may approve)-

"I/We, , of , being a Member/Members of the above-named Academy Trust, 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 Academy Trust, 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 Academy Trust 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 Governor,

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 Academy Trust 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 Academy Trust 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 Academy Trust, 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 Academy Trust [6]

GOVERNORS

45 The number of Governors 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 64, the Academy Trust shall have the following Governors [7]

a Not less than 11 Governors, appointed under Articles 50, 50B and 50C

b Up to 2 Staff Governors, if appointed under Article 50A[8]

c 4 Parent Governors appointed under Articles 53-58 ,

d the Head,

e any Additional Governors, if appointed under Article 62, 62A or 68A, and

f any Further Governors, if appointed under Article 63 or Article 68A,

47 The Academy Trust may also have any Co-opted Governor appointed under Article 59

48 The first Governors shall be those persons named in the statement delivered

[6] Church of England bodies that become corporate members of academy companies will need to use this power to appoint individuals to attend meetings and act on their behalf

[7] Care needs to be taken here to ensure that at all times including if Co-Opted Governors are appointed pursuant to Article 59 Governors appointed by Church bodies are in the majority Since Staff Governors and the LA Governor are optional a decision on their numbers needs to be taken into account

[8] It is a requirement of the DfE that the model Memorandum and Articles of Association permit up to one-third of the total number of Governors (disregarding appointments by the Secretary of State) to be Staff Governors so staff numbers may amount to no more than one-third of the total number of Governors Note however that the DfE do not require any Staff Governors to be appointed They are optional

pursuant to sections 9 and 12 of the Companies Act 2006

49 Future Governors shall be appointed or elected, as the case may be, under these Articles Where it is not possible for such a Governor to be appointed or elected due to the fact that an Academy has not yet been established or the Head has not been appointed, then the relevant Article or part thereof shall not apply

APPOINTMENT OF GOVERNORS

50 WDAT shall appoint up to 7 Governors

50A The Members may appoint 2 Staff Governors through such process as they may determine[9]

50B The Worcester East Deanery Chapter and the Worcester East Deanery Synod may each appoint 2 Governors

50C The Incumbent and the Dean (both from time to time) shall be ex-officio Governors If the Incumbent is unable or unwilling to act as a Governor, or the post of Incumbent is vacant, the Archdeacon of Worcester may appoint an individual to act in his place If the Dean is unable or unwilling to act as a Governor, he may appoint another individual to act in his place

52 The Head shall be treated for all purposes as being an ex officio Governor

53 Subject to Article 57, the Parent Governors shall be elected by parents of registered pupils at the Academy A Parent Governor must be a parent of a pupil at the Academy at the time when he is elected

54 The Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of Parent Governors, including any question of whether a person is a parent of a registered pupil at the Academy Any election of Parent Governors which is contested shall be held by secret ballot

55 The arrangements made for the election of a Parent Governor shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy Trust by a registered pupil at the Academy

[9] Please refer to footnote 8 above

56 Where a vacancy for a Parent Governor is required to be filled by election, the Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so

57 The number of Parent Governors required shall be made up by Parent Governors appointed by the Governing Body if the number of parents standing for election is less than the number of vacancies

58 In appointing a Parent Governor the Governing Body shall appoint a person who is the parent of a registered pupil at the Academy, or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age

CO-OPTED GOVERNORS

59 The Governors appointed under Articles 50, 50B and 50C, with the consent of WDAT, may appoint up to 2 Co-opted Governors for such term (not exceeding four years) and otherwise upon such conditions as they shall think fit A 'Co-opted Governor' means a person who is appointed to be a Governor by being Co-opted by Governors who have not themselves been so appointed The Governors may not co-opt an employee of the Academy Trust as a Co-opted Governor if thereby the number of Governors who are employees of the Academy Trust would exceed one third of the total number of Governors (including the Head)

APPOINTMENT OF ADDITIONAL GOVERNORS

60 The Secretary of State may give a warning notice to the Governors (which he shall copy to the Diocesan Board of Education) where he is satisfied—

i) that the standards of performance of pupils at the Academy are unacceptably low, or

ii) that there has been a serious breakdown in the way the Academy is managed or governed, or

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

61 For the purposes of Article 60 a 'warning notice' is a notice in writing by the Secretary of State to the Academy Trust delivered to the Office setting out—

a) the matters referred to in Article 60,

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

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

62 The Secretary of State may appoint such Additional Governors as he thinks fit (after consultation with the Diocesan Board of Education) if the Secretary of State has

a) given the Governors a warning notice in accordance with Article 60, and

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

62A The Secretary of State may also appoint such Additional Governors (after consultation with the Diocesan Board of Education) where following an Inspection by the Chief Inspector in accordance with the Education Act 2005 (an "Inspection") the Academy Trust 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 maintained school, Bishop Perowne Church of England College shall be regarded as the grade received by the Academy

63 The Secretary of State may also appoint such Further Governors as he thinks fit (after consultation with the Diocesan Board of Education) if a Special Measures Termination Event (as defined in the Funding Agreement) occurs in respect of the Academy

64 Within 5 days of the Secretary of State appointing any Additional or Further Governors in accordance with Articles 62, 62A or 63, any Governors appointed under Article 50 and holding office immediately preceding the appointment of such

Governors, shall resign immediately and the Members' power to appoint Governors under Article 50 shall remain suspended until the Secretary of State removes one or more of the Additional or Further Governors

TERM OF OFFICE

65 The term of office for any Governor (other than Co-opted Governors under Article 59) shall be 4 years, save that this time limit shall not apply to the Head, the Incumbent or the Dean For any Governor who was a governor of the maintained school known as Bishop Perowne CoE College, his term of office shall be deemed to have begun when he commenced his most recent term of office as a governor of that school Subject to remaining eligible to be a particular type of Governor, any Governor may be re-appointed or re-elected

RESIGNATION AND REMOVAL

66 A Governor shall cease to hold office if he resigns his office by notice to the Academy Trust (but only if at least three Governors will remain in office when the notice of resignation is to take effect)

67 A Governor 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 Governor

68 Where a Governor resigns his office or is removed from office, the Governor or, where he is removed from office, those removing him, shall give written notice thereof to the Secretary

68A Where an Additional or Further Governor appointed pursuant to Articles 62, 62A or 63 ceases to hold office as a Governor 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 Governor in his place

DISQUALIFICATION OF GOVERNORS

69 No person shall be qualified to be a Governor unless he is aged 18 or over at the date of his election or appointment No current pupil of the Academy shall be a Governor

70 A Governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs

71 A Governor shall cease to hold office if he is absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that his office be vacated

72 A person shall be disqualified from holding or continuing to hold office as a Governor 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

73 A person shall be disqualified from holding or continuing to hold office as a Governor 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)

74 A Governor shall cease to hold office if he ceases to be a Governor 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)

75 A person shall be disqualified from holding or continuing to hold office as a Governor 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

76 A person shall be disqualified from holding or from continuing to hold office as a Governor 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)

77 A person shall be disqualified from holding or continuing to hold office as a Governor 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

78 A person shall be disqualified from holding or continuing to hold office as a Governor 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

79 After the Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Governor if he has not provided to the chairman of the Governors 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 Head 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

80 Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Governor, and he is, or is proposed, to become such a Governor, he shall upon becoming so disqualified give written notice of that fact to the Secretary

81 Articles 69 to 80 and Articles 98-99 also apply to any member of any committee of the Governors who is not a Governor

SECRETARY TO THE GOVERNORS

82 The Secretary shall be appointed by the Governors 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 Governor or a Head Notwithstanding this Article, the Governors 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 GOVERNORS

83 The Governors shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number A Governor who is employed by the Academy Trust shall not be eligible for election as chairman or vice-chairman

84 Subject to Article 85, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with Article 86

85 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 Governor,

b) he is employed by the Academy Trust,

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

86 Where by reason of any of the matters referred to in Article 85, a vacancy arises in the office of chairman or vice-chairman, the Governors shall at their next meeting elect one of their number to fill that vacancy

87 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

88 Where in the circumstances referred to in Article 87 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Governors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Governor elected shall not be a person who is employed by the Academy Trust

89 The Secretary shall act as chairman during that part of any meeting at which the chairman is elected

90 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot

91 The Governors may remove the chairman or vice-chairman from office in accordance with these Articles

92 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Governors shall not have effect unless—

a) it is confirmed by a resolution passed at a second meeting of the Governors 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

93 Before the Governors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Governor or Governors 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 GOVERNORS

94 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Governors who may exercise all the powers of the Academy Trust No alteration of the Articles and no such direction shall invalidate any prior act of the Governors 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 Governors by the Articles and a meeting of Governors at which a quorum is present may exercise all the powers exercisable by the Governors

95 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Governors shall have the following powers, namely

a) to expend the funds of the Academy Trust in such manner as they shall consider most beneficial for the achievement of the Object and to invest in the name of the Academy Trust 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, and

b) to enter into contracts on behalf of the Academy Trust

96 In the exercise of their powers and functions, the Governors may consider any advice given by the Head and any other executive officer

97 Any bank account in which any money of the Academy Trust is deposited shall be operated by the Governors in the name of the Academy Trust All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Governors

CONFLICTS OF INTEREST

98 Any Governor 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 Governor shall disclose that fact to the Governors as soon as he becomes aware of it A Governor must absent himself from any discussions of the Governors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest)

99 For the purpose of Article 98, a Governor has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Governor as permitted by and as defined by articles **6.5-6.9**

THE MINUTES

100 The minutes of the proceedings of a meeting of the Governors 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 Governors) 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 Governors, and

b) all proceedings at meetings of the Academy Trust and of the Governors and of committees of Governors including the names of the Governors present at each such meeting

COMMITTEES

101 Subject to these Articles, the Governors may establish any committee Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Governors The establishment, terms of reference, constitution and membership of any committee of the Governors shall be reviewed at least once in every twelve months The membership of any committee of the Governors may include persons who are not Governors, provided that a majority of members of any such committee shall be Governors The Governors may determine that some or all of the members of a committee who are not Governors shall be entitled to vote in any proceedings of the committee No vote on any matter shall be taken at a meeting of a committee of the Governors unless the majority of members of the committee present are Governors

DELEGATION

102 The Governors may delegate to any Governor, committee, the Head 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 may be made subject to any conditions the Governors may impose and may be revoked or altered

103 Where any power or function of the Governors is exercised by any committee, any Governor, Head or any other holder of an executive office, that person or committee shall report to the Governors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Governors immediately following the taking of the action or the making of the decision

HEAD AND STAFF

104 The Governors after having consulted the Chairman of the Diocesan Board of Education (or his appointed representative) and having made use of their powers under s124A of the School Standards and Framework Act 1998)[10]shall appoint the Head The Governors may delegate such powers and functions as they consider are required by the Head for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Governors and for the direction of the teaching and curriculum at the Academy)

[10] This second version of this provision is optional and might be considered too centralist by schools and a departure from what has gone before We suggest it be used with discretion

104A In appointing staff the governors will have regard to their powers under s124A 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 GOVERNORS

105 Subject to these Articles, the Governors may regulate their proceedings as they think fit

106 The Governors shall hold at least three meetings in every school year Meetings of the Governors shall be convened by the Secretary In exercising his functions under this Article the Secretary shall comply with any direction—

a) given by the Governors, or

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

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

108 Each Governor shall be given at least seven clear days before the date of a meeting –

a) notice in writing thereof, signed by the Secretary, and sent to each Governor at the address provided by each Governor 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

109 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

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

111 A meeting of the Governors shall be terminated forthwith if—

(a) the Governors so resolve, or

(b) the number of Governors present ceases to constitute a quorum for a meeting of the Governors in accordance with Article 114, subject to Article 116

112 Where in accordance with Article 111 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

113 Where the Governors resolve in accordance with Article 111 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governors 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

114 Subject to Article 116 the quorum for a meeting of the Governors, and any vote on any matter thereat, shall be any three Governors, or, where greater, any one third (rounded up to a whole number) of the total number of Governors holding office at the date of the meeting If the Secretary of State has appointed Additional or Further Governors then a majority of the quorum must be made up of Additional or Further Governors

115 The Governors may act notwithstanding any vacancies in their number, but, if the numbers of Governors is less than the number fixed as the quorum, the continuing Governors may act only for the purpose of filling vacancies or of calling a general meeting

116 The quorum for the purposes of—

a appointing a parent Governor under Article 57,

b any vote on the removal of a Governor in accordance with Article 67,

c any vote on the removal of the chairman of the Governors in accordance with Article 91,

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Governors entitled to vote on those respective matters

117 Subject to these Articles, every question to be decided at a meeting of the Governors shall be determined by a majority of the votes of the Governors present and voting on the question Every Governor shall have one vote

118 Subject to Article 114-116, 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

119 The proceedings of the Governors shall not be invalidated by

a any vacancy among their number, or

b any defect in the election, appointment or nomination of any Governor

120 A resolution in writing, signed by all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors, shall be valid and effective as if it had been passed at a meeting of Governors or (as the case may be) a committee of Governors duly convened and held Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors

121 Subject to Article122, the Governors shall ensure that a copy of

a the agenda for every meeting of the Governors,

b the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting,

c the signed minutes of every such meeting, and

d any report, document or other paper considered at any such meeting,

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

122 There may be excluded from any item required to be made available in pursuance of

Article 121, any material relating to—

a a named teacher or other person employed, or proposed to be employed, at the Academy,

b a named pupil at, or candidate for admission to, the Academy, and

c any matter which, by reason of its nature, the Governors are satisfied should remain confidential

123 Any Governor shall be able to participate in meetings of the Governors 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 Governors 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

124 The Governors may from time to time appoint any person whether or not a Member of the Academy Trust to be a patron of the Academy Trust or to hold any honorary office and may determine for what period he is to hold such office

THE SEAL

125 The seal, if any, shall only be used by the authority of the Governors or of a committee of Governors authorised by the Governors The Governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Governor and by the Secretary or by a second Governor

ACCOUNTS

126 Accounts shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Academy Trust 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

127 The Governors shall prepare their annual report in accordance with the Statement of Recommended Practice as if the Academy Trust 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

128 The Governors shall comply with their obligations under Part 24 of the Companies 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 Academy Trust was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year

NOTICES

129 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Governors) 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

130 A notice may be given by the Academy Trust 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 Academy Trust by the Member A Member whose registered address is not within the United Kingdom and who gives to the Academy Trust 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 Academy Trust

131 A Member present, either in person or by proxy, at any meeting of the Academy

Trust shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called

132 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

133 Subject to the provisions of the Companies Act 2006 every Governor or other officer or auditor of the Academy Trust shall be indemnified out of the assets of the Academy Trust 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 Academy Trust

RULES

134 The Governors 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 Academy Trust, 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 Academy Trust's premises at any particular time or times or for any particular purpose or purposes,

b the procedure at meetings of the Governors and committees of the Governors 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

135 The Academy Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws but only with the consent of WDAT 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

136 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

137 No person who is a Local Authority Associated Person may be appointed as a Governor if, once the appointment had taken effect, the number of Governors who are Local Authority Associated Persons would represent 20% or more of the total number of Governors Upon any resolution put to the Governors, the maximum aggregate number of votes exercisable by any Governors who are Local Authority Associated Persons shall represent a maximum of 19 9% of the total number of votes cast by the Governors on such a resolution and the votes of the other Governors having a right to vote at the meeting will be increased on a pro-rata basis

138 No person who is a Local Authority Associated Person is eligible to be appointed to the office of Governor unless his appointment to such office is authorised by the local authority to which he is associated

139 If at the time of either his becoming a Member of the Academy Trust or his first appointment to office as a Governor any Member or Governor was not a Local Authority Associated Person but later becomes so during his membership or tenure as a Governor he shall be deemed to have immediately resigned his membership and/or resigned from his office as a Governor as the case may be

140 If at any time the number of Governors or Members who are also Local Authority Associated Persons would (but for Articles 136 to 139 inclusive) represent 20% or more of the total number of Governors or Members (as the case may be) then a sufficient number of the Governors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Governors 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 Governors or Members (as the case may be) is never equal to or greater than 20% of the total number of Governors or Members (as the case may be) Governors 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

141 The Members will each notify the Academy Trust and each other if at any time they believe that the Academy Trust 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)