

SINGLE ACADEMY MODEL  
(Mainstream)

THE COMPANIES ACT 2006

I

A COMPANY LIMITED BY GUARANTEE  
AND HAVING NO SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

RICHARD HALE SCHOOL

COMPANY NUMBER: 08572898

INCORPORATED ON 17 JUNE 2013

ARTICLES OF ASSOCIATION ADOPTED BY SPECIAL RESOLUTION ON ..... 2013

SINGLE ACADEMY MODEL  
(Mainstream)

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

RICHARD HALE SCHOOL

INTERPRETATION

1. In these Articles:
  - (a) "**Academy**" means the school referred to in Article 4(a) and established by the Academy Trust;
  - (b) "**Academy Financial Year**" means the academic year from 1 September to 31 August the following year;
  - (c) "**Academy Trust**" means (subject to Article 6.10) the company intended to be regulated by these Articles and referred to in Article 2;
  - (d) "**Articles**" means these articles of association of the Academy Trust;
  - (e) "**Chief Inspector**" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his or her successor;
  - (f) "**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 to take effect;
  - (fa) "**Community Governors**" means the Governors appointed pursuant to Article 46 who may be or represent residents, employers or educational institutions from the local community;
  - (fb) "**Connected Person**" in relation to a Governor means any person, firm or company referred to in Article 6.10(b) or (c);
  - (g) "**Clerk**" means the clerk to the Governors or any other person appointed to perform the duties of the clerk to the Governors, including a joint, assistant or deputy clerk in accordance with Article 82;
  - (h) "**Financial Expert**" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

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- (i) **"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;
- (ia) **"Governing Body"** means the board of Governors of the Academy Trust;
- (j) **"Governors"** means (subject to the definition of this term at Article 6.10(b) in relation to Articles 6.2 to 6.10) the directors of the Academy Trust (and **"Governor"** means any one of those directors), who shall also be charity trustees for the purposes of section 177 of the Charities Act 2011;
- (k) **"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 as amended or re-enacted from time to time;
- (l) **"Member"** means a member of the Academy Trust and someone who as such is bound by the undertaking contained in Article 8;
- (m) **"Memorandum"** means the memorandum of association of the Academy Trust;
- (n) **"Office"** means the registered office of the Academy Trust;
- (na) **"Parent"** means a parent or guardian of a registered pupil at the Academy;
- (o) **"Parent Governors"** means the Governors appointed pursuant to Articles 53 to 58;
- (oa) **"Partnership Governors"** means the persons co-opted as Governors pursuant to Article 59;
- (ob) **"Personal Financial Interest"** has the meaning given to it in Article 99;
- (oc) **"Predecessor School"** means the maintained school operated at Hale Road, Hertford, Hertfordshire, SG13 8EN known as Richard Hale School and formerly known as Hertford Grammar School;
- (p) **"Principal"** means the head teacher of the Academy from time to time;
- (q) **"Principal Regulator"** means the body or person appointed as the Principal Regulator under the Charities Act 2011 as amended or re-enacted from time to time;
- (r) **"Seal"** means the common seal of the Academy Trust (if it has one);
- (s) **"Secretary of State"** means the Secretary of State for Education or successor;

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- (sa) "**Site**" means the land and buildings occupied by the Academy Trust at Hale Road, Hertford, Hertfordshire, SG13 8EN and Morgans Walk, Hertford, Hertfordshire;
  - (t) "**Staff Governor**" means an employee of the Academy Trust who may be appointed as a Governor pursuant to Article 50A;
  - (u) "**Teacher**" means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his or her services as a teacher at the Academy;
  - (v) "**United Kingdom**" means Great Britain and Northern Ireland;
  - (w) words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;
  - (x) 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;
  - (y) any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto.
  - (z) the relevant model articles of association prescribed by The Companies (Model Articles) Regulations 2008 for a company limited by guarantee are hereby expressly excluded.
2. The name of the company ("**Academy Trust**") shall be 'Richard Hale School' save that the Academy Trust may change its name by a special resolution or by a decision of the Governors in accordance with these Articles.
3. The Academy Trust's Office is to be situated in England and Wales.

### OBJECTS

4. The Academy Trust's objects ("**Objects**") are specifically restricted to the following:
- (a) to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing a school offering a broad and balanced curriculum ("**Academy**"); and
  - (b) to promote for the benefit of inhabitants of Hertford and the surrounding areas the provision of facilities for sport, recreation or other leisure time occupation of

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individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, poverty, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving conditions of life of the said inhabitants.

### POWERS

5. In furtherance of the Objects (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) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
  - (d) subject to Article 6 below, to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
  - (e) to establish, acquire or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Objects;
  - (f) to co-operate with other charities, other independent or maintained schools, other educational institutions, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;
  - (g) to pay out of funds of the Academy Trust the costs, charges and expenses of and incidental to the formation and registration of the Academy Trust;
  - (h) to acquire the assets and liabilities of the Predecessor School and to establish, maintain, carry on, manage and develop the Academy at the Site and/or at such other location(s) to be determined by the Governors in consultation with the Secretary of State from time to time;
  - (i) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils of the Academy and the Predecessor School and otherwise to encourage and assist pupils and former pupils of the Academy and the Predecessor School;

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- (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 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 or educational institutions and the voluntary sector to the education of pupils in the Academy and at other academies;
- (l) subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Academy Trust, to borrow and raise money for the furtherance of the Objects 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 Objects (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;
  - (iii) the performance of the investments is reviewed regularly with the Governors;
  - (iv) the Governors are entitled to cancel the delegation arrangement at any time;
  - (v) the investment policy and the delegation arrangement are reviewed at least once each Academy Financial Year;
  - (vi) all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Governors on receipt; and
  - (vii) 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

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required;

- (p) to provide indemnity insurance to Governors in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;
- (q) to establish, acquire or support 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 or conducive to, the furtherance of the Objects.

### APPLICATION OF INCOME AND PROPERTY

- 6.1 The income and property of the Academy Trust shall be applied solely towards the promotion of the Objects.
- 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:
  - (a) 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

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- (b) the costs of any unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as directors of the Academy Trust.

Further, this Article does not authorise a Governor to benefit from any indemnity insurance that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.

- 6.3A A Governor or other officer of the Academy Trust may benefit from an indemnity in accordance with Article 133.

- 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 Principal or a Staff Governor whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8 or an existing employee of the Academy Trust who is subsequently elected or appointed as a Governor subject to the procedure and conditions in Article 6.9);
- (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

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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; and
- (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;
  - (ii) his or her performance in the employment, or his or her performance of the contract;
  - (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 Principal or a Staff Governor, 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; and

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- (f) a majority of the Governors then in office have received no such payments or benefit.
- 6.9 The provision in Article 6.6(c) that no Governor may be employed by or receive any remuneration from the Academy Trust (other than the Principal 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 or her 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.
- 6.10 In Articles 6.2 to 6.10:
- (a) **"Academy Trust"** shall include any company in which the Academy Trust:
- (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more directors to the board of the company.
- (b) **"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; and
- (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
  - (vi) 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.

### LIMITED LIABILITY

7. The liability of the Members of the Academy Trust is limited.

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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.

### RESIDUAL ASSETS

9. If the Academy Trust is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010 ) 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 Objects 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.

### ALTERATIONS TO THE ARTICLES

10. Not used.
11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect that:
  - (a) the Academy Trust would cease to be a company to which section 60 of the Companies Act 2006 applies; or
  - (b) the Academy Trust would cease to be a charity.
- 11A. No additions, alterations or amendments shall be made to or in the provisions of these Articles except by special resolution passed in general meeting or as a written resolution in accordance with the Companies Act 2006 and these Articles.
- 11B. The Academy Trust shall make no regulated alterations (as defined in section 198 of the Charities Act 2011) to or in the provisions of the Articles (including in particular Articles 4, 6, 8 and 9) without the prior written consent of the Charity Commission.

### MEMBERS

12. There shall be at least 3 Members of the Academy Trust. The Members of the

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Academy Trust shall comprise

- (a) the signatories to the Memorandum;
- (b) Not used
- (c) the Chair of the Governing Body;
- (ca) the Vice-Chairs of the Governing Body;
- (cb) where there is only one Vice-Chair of the Governing Body, the chair of the finance committee of the Governing Body (or its successor committee) or such other committee of the Governing Body as the Governors may from time to time determine;
- (cc) the Principal; and
- (d) any other persons appointed under Article 16;

provided that the Members shall at all times comprise at least one Parent Governor.

13. Not used

14. Not used

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 legally incapacitated or otherwise incapable by reason of illness or injury of managing and administering his or her own affairs;
- (c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.
- (d) in the case of a Member who is the Principal, the Chair, a Vice-Chair or the chair of the finance committee or its successor committee or of any other committee (as the case may be), he or she ceases to hold such office;
- (e) in the case of a Member who is a Governor, he or she ceases to hold office as a Governor; or
- (f) a Member is removed as a Member in accordance with Article 15A or 16 or resigns as a Member in accordance with Article 18.

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- 15A. The Members may agree unanimously in writing to remove any Member(s) who is a signatory to the Memorandum (save that the agreement of a signatory to the Memorandum who is to be removed shall not be required), provided that it is in the interests of the Academy Trust to remove such a Member(s).
16. The Members may agree by passing a special resolution to appoint such additional Members as they think fit and may agree by passing a special resolution to remove any such additional Members, provided that such appointment or removal is in the interests of the Academy Trust.
17. Every person appointed 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 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 or her under Article 16 provided that no such notice shall take effect when the number of Members is less than the minimum number specified under or in accordance with Article 12 unless it contains or is accompanied by the appointment of a replacement Member.

### GENERAL MEETINGS

19. Not used.
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.
- 21A. The notice shall specify the date, 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. If a special resolution is to be proposed, the

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notice must include the proposed resolution and specify that it is proposed as a special resolution.

- 21B. The notice shall be given to all the Members, to the Governors and auditor.
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.
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 Chair of the Governors or in his or her absence one of the Vice-Chairs (to be determined between themselves or otherwise by lot) or in their absence some other Governor nominated by the Governors shall preside as chair of the meeting, but if neither the Chair, nor the Vice-Chairs 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 chair of the meeting and, if there is only one Governor present and willing to act, he or she shall be the chair of the meeting.
26. If no Governor is willing to act as chair of the meeting, 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 chair of the meeting.
27. A Governor shall, notwithstanding that he or she is not a Member, be entitled to attend and speak at any general meeting.
28. The chair of the meeting 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

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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.

### VOTING PROCEDURE AT GENERAL MEETINGS

29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded:
- (a) by the chair of the meeting; or
  - (b) by at least two Members having the right to vote at the meeting; or
  - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
30. Unless a poll is duly demanded a declaration by the chair of the meeting 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 chair of the meeting. 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 chair of the meeting directs and he or she 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 chair of the meeting 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 chair of the meeting 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

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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. Not used.

### AMENDMENTS TO RESOLUTIONS

- 35A. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the Academy Trust in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
  - (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 35B. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 35C. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

### 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. In the case of an equality of votes whether on show of hands or on a poll the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.
37. Not used.

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38. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him or her 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 chair of the meeting whose decision shall be final and conclusive.
- 39A. An ordinary resolution may only be passed by a simple majority in accordance with section 282 of the Companies Act 2006. A special resolution may only be passed by a majority of not less than 75 per cent in accordance with section 283 of the Companies Act 2006.

PROXIES

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 or her absence, ..... of ..... as my/our proxy to attend, speak and 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 or she 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 or her absence, ..... of ....., as my/our proxy to attend, speak and 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

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Resolution No. 2 \*for \* against.

- Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she 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 Governors 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 chair of the meeting or to the Clerk 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

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which he or she represents as that organisation could exercise if it were an individual Member of the Academy Trust.

### WRITTEN RESOLUTIONS

44A. Subject to the provisions of the Companies Act 2006 and these Articles, a resolution in writing agreed by:

(a) in the case of an ordinary resolution Members representing more than 50 (fifty) per cent; or

(b) in the case of an ordinary resolution Members representing more than 50 (fifty) per cent; or

of the total voting rights of Eligible Members shall be as effectual as if it had been passed at a general meeting duly convened. For the purposes of Articles 44A-44F the "**Eligible Members**" are those Members who are entitled to vote on the written resolution on the circulation date of the written resolution.

44B. A written resolution shall not be a special resolution unless it stated that it was proposed as a special resolution.

44C. A resolution of the Members under the Companies Acts removing a Governor or an auditor before the expiry of his or her term of office may not be passed as a written resolution.

44D. A copy of the proposed written resolution must be sent to every Eligible Member together with a statement informing him or her how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse. A copy of the proposed written resolution must also be sent to the Academy Trust's auditor.

44E. The written resolution may consist of several instruments in the like form to each of which one or more Members has signified their agreement.

44F. The required majority of Eligible Members must signify their agreement to the written resolution within the period of 28 days beginning with the circulation date.

### GOVERNORS

45. The number of Governors shall be not less than three but (unless otherwise determined in these Articles or by ordinary resolution) shall not be subject to any maximum.

46. Subject to Articles 48 and 49, the Academy Trust shall have the following Governors:

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- (a) a minimum of four Community Governors, appointed under Article 50;
  - (b) a minimum of four Parent Governors appointed under Articles 53 to 58;
  - (c) the Principal in an ex officio capacity; and
  - (d) a minimum of one and a maximum of three Staff Governors.
47. The Academy Trust may also have a maximum of three Partnership Governors appointed under Article 59 provided that the number of Governors does not thereby exceed any maximum set by or in accordance with Article 45.
48. The first Governors shall be those persons named in the statement delivered 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 the Academy has not yet been established, then the relevant Article or part thereof shall not apply.
- 49A. It is a condition of appointment that each Governor must undergo an enhanced criminal record check or such other checks as are required by law.

### APPOINTMENT OF GOVERNORS

50. The Members may appoint the Community Governors by ordinary resolution.
- 50A. The Governors may appoint Staff Governors through such election process involving staff at the Academy as the Governors may determine from time to time.
- 50B. The total number of Governors (including the Principal) who are employees of the Academy Trust shall not exceed one third of the total number of Governors.
51. Not used.
52. Not used.

### PARENT GOVERNORS

53. Subject to Article 57, the Parent Governors shall be elected by Parents of registered pupils at the Academy. Subject to Article 58, a Parent Governor must be a Parent of a registered pupil at the Academy at the time when he or she 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

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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 or she prefers, by having his or her ballot paper returned to the Academy Trust by a registered pupil at the Academy.
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 or she 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 (subject to Article 58) be made up by Parents appointed as Parent Governors by the Governing Body if the number of Parents standing for election is less than the number of vacancies required to fill the minimum number of Parent Governors required under Article 46(b).
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, guardian or legal carer of a child of compulsory school age.

### PARTNERSHIP GOVERNORS

59. The Governors excluding Partnership Governors may co-opt Partnership Governors
60. Not used.
61. Not used
62. Not used
63. Not used

### TERM OF OFFICE

65. The term of office for any Governor shall be four years save that this time limited shall not apply to the Principal. Subject to Article 65A and remaining eligible to be a particular type of Governor, any Governor may be re-appointed or re-elected.
- 65A. Unless the Governors decide otherwise, a Governor who has held office as such for 8

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years or more consecutively may not be reappointed or re-elected as a Governor of the Academy Trust for a period of one year following the end of his or her most recent term of office. For the avoidance of doubt no period in office as a governor of the Predecessor School shall be counted in determining any Governor's period in office as a Governor of the Academy Trust.

- 65B For the purposes of Articles 65 and 65A a "**year**" shall be the period between the first Governors' meeting of the Academy Financial Year and the next one ("**Annual Governors' Meeting**"). For the avoidance of doubt no period in office as a Governor of the Academy Trust between the Academy Trust's incorporation and its first Annual Governors' Meeting or as a governor of the Predecessor School shall be counted in determining any Governor's period in office as a Governor of the Academy Trust.

### RESIGNATION AND REMOVAL

66. A Governor shall cease to hold office if he or she resigns his or her 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 or she is removed by the person or persons who appointed him or her. This Article 67 does not apply in respect of a Parent Governor.
- 67A. A Staff Governor shall cease to hold office when he or she ceases to be an employee of the Academy Trust for any reason howsoever arising.
68. Where a Governor resigns his or her office or is removed from office, the Governor or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Clerk.
- 68A. Not used.
- 68B. A Governor shall cease to hold office if he or she is removed from office by the Governors on the grounds that he or she is in material breach of the Academy Trust's code of conduct as amended from time to time. A decision to remove a Governor from office under this Article 68B may only be passed if:
- (a) the Governor has been given at least 21 Clear Days' notice in writing of the meeting of the Governors at which the decision will be made and the reasons why it is to be proposed; and
  - (b) the Governor or, at the option of the Governor, the Governor's representative (who need not be a Governor) has been allowed to make representations to the meeting.

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- 68C. A Governor shall cease to hold office if he or she is removed from office by ordinary resolution of the Members in accordance with the Companies Act 2006.

### DISQUALIFICATION OF GOVERNORS

69. No person shall be qualified to be a Governor unless he or she is aged 18 or over at the date of his or her election or appointment. No current pupil of the Academy shall be a Governor.
70. A Governor shall cease to hold office if he or she becomes incapable by reason of illness or injury of managing or administering his or her own affairs.
71. A Governor shall cease to hold office if he or she 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 or her office be vacated.
72. A person shall be disqualified from holding or continuing to hold office as a Governor if:
- (a) his or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
  - (b) he or she 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 or she 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 or she 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 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 74A. A Governor shall cease to hold office if he or she is deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of a charity;
75. A person shall be disqualified from holding or continuing to hold office as a Governor if he or she 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 or she was responsible or to which he or she was privy, or which he or she by his or her conduct contributed to or facilitated.

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76. Not used.
77. Not used.
78. A person shall be disqualified from holding or continuing to hold office as a Governor where he or she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974, 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 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
79. After the Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Governor if he or she has not provided to the Chair 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 Chair or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
80. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Governor; and he or she is, or is proposed, to become such a Governor, he or she shall upon becoming so disqualified give written notice of that fact to the Clerk.
81. Articles 69 to 80 and Articles 98 to 99 also apply to any member of any committee of the Governors who is not a Governor.

### CLERK TO THE GOVERNORS

82. The Clerk shall be appointed by the Governors for such term, at such remuneration and upon such conditions as they may think fit; and any Clerk so appointed may be removed by them. The Clerk shall not be a Governor or a Principal. Notwithstanding this Article 82, the Governors may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting or for such other period as they may determine.

### COMPANY SECRETARY

- 82A. The Governors may appoint a company secretary ("**Secretary**") for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary

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so appointed may be removed by them. The Secretary shall not be a Governor or a Principal. If there is no Secretary:

- (a) anything authorised or required to be given or sent to, or served on, the Academy Trust by being sent to the Secretary may be given or sent to, or served on, the Academy Trust itself, and if addressed to the Secretary shall be treated as addressed to the Academy Trust; and
- (b) anything else authorised or required to be done by or to the Secretary may be done by or to a Governor or a third person authorised generally or specially in the behalf by the Governor.

For the avoidance of doubt the Secretary may, but need not be, appointed as the Clerk.

### CHAIR AND VICE-CHAIRS OF THE GOVERNORS

- 83. The Governors shall each school year elect a chair ("**Chair**") and one or two vice-chairs ("**Vice-Chairs**") from among their number, to be determined by the Governors. A Governor who is employed by the Academy Trust shall not be eligible for election as Chair or Vice-Chair.
- 84. Subject to Article 85, the Chair and the Vice-Chairs shall each hold office as such until his or her successor has been elected in accordance with Article 86.
- 85. The Chair and the Vice-Chairs may each at any time resign his or her office by giving notice in writing to the Clerk. The Chair or Vice-Chairs shall each cease to hold office if:
  - (a) he or she ceases to be a Governor;
  - (b) he or she is employed by the Academy Trust;
  - (c) he or she is removed from office in accordance with these Articles; or
  - (d) in the case of a Vice-Chair, he or she is elected in accordance with these Articles to fill a vacancy in the office of Chair.
- 86. Where by reason of any of the matters referred to in Article 85, a vacancy arises in the office of Chair or Vice-Chair, the Governors shall at their next meeting elect one of their number to fill that vacancy (save that it shall not be necessary to replace a Vice-Chair where there remains one Vice-Chair).
- 87. Where the Chair is absent from any meeting (or any part of a meeting) or there is at

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the time a vacancy in the office of the Chair, one of the Vice-Chairs shall act as the chair for the purposes of the meeting (or that part of it) to be determined between themselves or otherwise by lot.

88. Not used.
89. Not used.
90. Not used.
91. The Governors may remove the Chair or any Vice-Chair from office in accordance with these Articles.
92. A resolution to remove the Chair or any Vice-Chair 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 Chair's or any Vice-Chair'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 Chair or any Vice-Chair from office, the Governor or Governors proposing his or her removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair 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

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most beneficial for the achievement of the Objects 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 Objects; 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 Principal 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. A Governor must declare the nature and the extent of:
  - (a) any direct or indirect interest which he or she (or a Connected Person) has in a proposed or existing transaction or arrangement with the Academy Trust including a Personal Financial Interest; and
  - (b) any duty owed to a third party or any direct or indirect interest which he or she (or a Connected Person) has which conflicts or possibly may conflict with his or her duties to the Academy Trust or the interests of the Academy Trust.
- 99. For the purposes 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 (or a Connected Person) as permitted by and as defined by Articles 6.6 to 6.10.
- 99A. If the interest or duty of the Governor (or the Connected Person) cannot reasonably be regarded as likely to give rise to a conflict of interests or duties with, or in respect of, the Academy Trust, the Governor is entitled to participate in any decision making process, to be counted in the quorum and to vote under the normal procedures but may absent himself or herself from any such participation. Any uncertainty about whether a Governor's interest or duty is reasonably likely to give rise to a conflict of interests or duties with, or in respect of, the Academy Trust shall be determined in his or her absence by the other Governors acting reasonably and in good faith and having due regard to any guidance issued by the Charity Commission or the Secretary of State from time to time.

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- 99B. Unless Article 99C below applies, whenever a Governor (or a Connected Person) has an interest or duty which conflicts (or may reasonably be regarded as likely to give rise to a conflict of interests or duties) with, or in respect of, the Academy Trust, the relevant Governor must:
- (a) withdraw from that part of the meeting unless expressly invited to remain (but only for the purposes of providing information to the meeting);
  - (b) not be counted in the quorum for that part of the meeting; and
  - (c) withdraw during the vote and have no vote on the matter.
- 99C. The provisions of Article 99B above shall not apply to any Governor in relation to any discussion or decision on the following payments or other benefits:
- (a) the purchase of any premium in respect of indemnity insurance subject to and in accordance with Article 6.3;
  - (b) payment to a Governor or any other officer of an indemnity subject to and in accordance with Article 6.3A;
  - (c) reimbursement of any expenses subject to and in accordance with Article 6.5;
- unless the other Governors decide that in the circumstances it is appropriate that the provisions of Article 99B shall apply.

### 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 Clerk 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 chair thereof. The minutes shall include a record of:
- (a) all appointments of officers made by the Governors;
  - (b) all resolutions of the Academy Trust and of the Governors (including decisions of the Governors made without a meeting); and
  - (c) 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

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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 Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation 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, Principal 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.

### PRINCIPAL

104. The Governors shall appoint the Principal. The Governors may delegate such powers and functions as they consider are required by the Principal 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).

### 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 Clerk. In exercising his or her functions under this Article the Clerk shall comply with any direction:

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- (a) given by the Governors; or
  - (b) given by the Chair of the Governors or, in his or her absence or where there is a vacancy in the office of Chair, the Vice-Chairs of the Governors, so far as such direction is not inconsistent with any direction given as mentioned in (a).
107. Any three Governors or the Chair may, by notice in writing given to the Clerk, requisition a meeting of the Governors and it shall be the duty of the Clerk 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 Clerk, 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 Chair or, in his or her absence or where there is a vacancy in the office of Chair, the Vice-Chairs, 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 or she 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 Clerk 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.

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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 Clerk 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 half (rounded up to a whole number) of the total number of Governors holding office at the date of the meeting.
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 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 Chair 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. Subject to Article 99B, every Governor shall have one vote.
118. Subject to Article 99B and Articles 114 to 116, where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote he or she 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 (or all the members of a committee of Governors) entitled to vote on the matter, shall be valid and effective as if it had been passed at a meeting of Governors or (as the case may be) a committee

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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 Article 122, 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 chair 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 or she has given notice of his or her intention to do so detailing the telephone number on which he or she can be reached and/or appropriate details of the video conference suite from which he or she 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

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and may determine for what period he or she is to hold such office.

### 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 Clerk 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 or such other date as is prescribed by law.

### ANNUAL REPORT

127. The Governors shall prepare its 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 or such other date as is prescribed by law.

### 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 or such other date as is prescribed by law.

### 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

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sending it by post in a prepaid envelope addressed to the Member at his or her 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 her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her 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.
- 132A. 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 save that, subject to the Companies Acts, a Governor or any other person (other than in their capacity as a Member) may agree with the Academy Trust that notices or documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.
- 132B. Copies of the Academy Trust's annual accounts and reports need not be sent to a person for whom the Academy Trust does not have a current registered address. Notices of general meetings need not be sent to a Member who does not register an address with the Academy Trust or who registers only a postal address outside the United Kingdom or to a Member for whom the Academy Trust does not have a current registered address.

### 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 or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he or she is acquitted or in connection with any application in which

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relief is granted to him or her 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 for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (a) the admission and classification of Members of the Academy Trust (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
  - (b) the conduct of Members of the Academy Trust in relation to one another, and to the Academy Trust's servants;
  - (c) 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;
  - (d) the procedure at general meetings and meetings of the Governors and committees of the Governors in so far as such procedure is not regulated by the Articles; and
  - (e) 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 and the Governors shall adopt such means as they think sufficient to bring to the notice of Members of the Academy Trust all such rules or bye laws, which shall be binding on all Members of the Academy Trust. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

### AVOIDING INFLUENCED COMPANY STATUS

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

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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 or her appointment to such office is authorised by the local authority to which he or she is associated.
139. If at the time of either his or her becoming a Member of the Academy Trust or his or her first appointment to office as a Governor any Member or Governor was not a Local Authority Associated Person but later becomes so during his or her membership or tenure as a Governor he or she shall be deemed to have immediately resigned his or her membership and/or resigned from his or her 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) 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) 1989.