

THE COMPANIES ACTS 1985 AND 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
CABOT LEARNING FEDERATION

As amended by Special Resolution dated 25 June 2018

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INTERPRETATION

1. In these Articles:-

- "the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
- "the Academy" means The Bristol Brunel Academy as referred to in clause 3 of the memorandum and established by the Trust and any other school established and run by the Trust (and "an Academy" and "the Academies" mean, respectively, any one of and all of the schools established and run by the Trust);
- "Additional Directors" means the Directors appointed pursuant to article 51 or 55;
- "the Trust" means the company intended to be regulated by these articles;
- "the articles" means these articles of association of the Trust;
- "Chief Executive Officer" means such person as may be appointed by the Directors as the Chief Executive Officer of the Trust in accordance with the Relevant Funding Agreements;
- "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 of which it is given or on which it is to take effect;
- "clerk" means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary; the secretary shall be known as the 'clerk' under article 75;
- "the Councillors" means the members of the Local Councils (and "Councillor" means any one of those Councillors);
- "delegation" shall mean the delegation of powers and duties, and not a delegation or shedding of responsibilities.
- "executed" includes any mode of execution;
- "Excluded Matters" has the meaning given in the School Agreement;
- "Executive Principals" means such persons as may be appointed by the Directors as Executive Principals (and "Executive Principal" means any one of those Executive Principals);
- "Further Directors" means the Directors appointed pursuant to Article 52;

“the Directors” means the directors of the Trust (and “Director” has a corresponding meaning);

“the Board of Directors” or “the Board” means the Directors;

“the memorandum” means the memorandum of association of the Trust;

“the Master Funding Agreement” means the master funding agreement entered into by the Secretary of State and the Trust;

“Parent Local Councillors” means the parent member of a Local Council elected or appointed in accordance with Articles 43 to 47;

“PFI Academy” means an Academy which forms part of a scheme procured pursuant to the Government's Private Finance Initiative;

“Principals” means the principals, principal designates or head teachers of the Academies (and “Principal” means any one of these headteachers);

“Principal Agreement” means the principal agreement relating to any PFI Academy carried on by the Trust and entered into by the Secretary of State, the Trust and the LA;

“Principal Agreement Warning Notice” means any warning notice given to the Trust and each of the Directors by the Secretary of State dealing with any of the matters listed in article 54 or given to the Trust and the members of the Local Council by the Secretary of State dealing with any of the matters listed in article 56;

“Principal Sponsors” means Rolls Royce Plc and the University of the West of England;

“Relevant Funding Agreements” means the agreement or agreements entered into by the Trust and the Secretary of State under section 482 of the Education Act 1996 for the establishment of each Academy, including any variation or supplemental agreement thereof;

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

“Local Councils” means the committees appointed pursuant to Articles 90(a) (and “Local Council” means any one of these committees);

“member” means a member of the Trust and someone who as such is bound by the undertaking contained in clause 7 of the memorandum;

“the seal” means the common seal of the Trust if it has one;

“Secretary of State” means the Secretary of State for Children, Schools and Families any successor, replacement, assignee and transferee);

“School Agreement” means any agreement between the LA, the Secretary of State and the Trust in relation to the Building Schools for the Future Programme relating to a PFI Academy.

“teacher” means a teacher employed under a contract of employment or a contract for services or otherwise engaged to provide his or her services as a teacher;

“the United Kingdom” means Great Britain and Northern Ireland.

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

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

OBJECTS

2. The Trust is established for the objects expressed in the memorandum.

MEMBERS

3. The members of the Trust shall comprise:
 - (a) 2 persons appointed by Rolls Royce Plc;
 - (b) 2 persons appointed by the University of the West of England;
 - (c) any person appointed under article 6; and
 - (d) any person appointed under article 7.
4. 3A. An employee of the Trust cannot be a member of the Trust. Each of the persons entitled to appoint members in article 3 shall have the right from time to time by written notice delivered to the Trust's registered office to remove any member appointed by them and to appoint a replacement member to fill a vacancy whether resulting from such removal or otherwise.
5. If any of the persons entitled to appoint members in article 3 are extinguished (by being wound up, dissolved, struck off or otherwise) their right to appoint members under these articles shall vest in the remaining members.
6. The members may agree unanimously in writing to appoint such additional members as they think fit and may unanimously (save that the agreement of the member(s) to be removed shall not be required) in writing agree to remove any such additional members.
7. The Secretary of State may appoint additional members if his or her obligation to procure the taking effect of the resignation of any Director has arisen pursuant to the Relevant Funding Agreements
8. Every person nominated to be a member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.
9. Any member may resign provided that after such resignation the number of members is not less than three. A member shall cease to be one immediately on the receipt by the Trust of a notice in writing signed by the person or persons entitled to remove him under articles 4 or 6 provided that no such notice shall take effect when the number of members is less than three unless it contains or is accompanied by the appointment of a replacement member.

GENERAL MEETINGS

10. The 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 Trust and that of the next. Provided that so long as the 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 Directors shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Trust may call a general meeting.

NOTICE OF GENERAL MEETINGS

12. General Meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at the meetings of all the members.

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 be given to all the members, to the Directors and auditors.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

14. No business shall be transacted at any meeting unless a quorum is present. A member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
15. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
16. The chairman, if any, of the Directors or in his or her absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for the holding the meeting and willing to act the Directors present shall elect one

of their number to be chairman and, if there is only one Director present and willing to act, he or she shall be the chairman.

17. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
18. A Director shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting.
19. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
20. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting ; 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.
21. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
22. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
23. A poll shall be taken as the chairman directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
25. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

26. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
27. A resolution in writing executed by or on behalf of such number of members as required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

28. Subject to article 24, 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.
29. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
30. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Trust have been paid.
31. No objections shall be raised to the qualification of any voter 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.
32. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

“I/We,, of, being a member/members of the above named trust, hereby appoint of, or failing him, of as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust to be held on20[], and at any adjournment thereof.

Signed on 20[]”
33. 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 Directors may approve)-

“I/We,, of, being a member/members of the above-named trust, hereby appoint of, or failing him of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the 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 or she thinks fit or abstain from voting.

Signed on 20[]”

34. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by a notary or in some other way approved by the Directors may -
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the 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 clerk or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

35. 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 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.
36. Any organisation which is a member of the 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 Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he or she represents as that corporation could exercise if it were an individual member of the Trust.

DIRECTORS

37. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
38. Subject to article 39 and 53 the Trust shall have the following Directors:
- (a) up to 12 Directors appointed under article **Error! Reference source not found.**;

- (b) a minimum of 2 Parent Directors elected under Article 44 in the event that no Local Councils are established under Article 90 or if no provision is made for at least 2 Parent Local Councillors on each established Local Council;
- (c) any Additional Directors, if appointed under articles 51 or 55;
- (d) any Further Directors, if appointed under article 52;
- (e) up to 2 Directors, if appointed by the Secretary of State in accordance with the terms of the Relevant Funding Agreements following the provision of a notice by the Trust to terminate that Relevant Funding Agreement.

39. Future Directors shall be appointed or elected, as the case may be, under these articles.

40. The Members may appoint by ordinary resolution up to 12 Directors.

41. Not used.

42. Not used.

42A Not used.

PARENT DIRECTORS

43. In circumstances where the Directors have not appointed Local Councils in respect of the Academies as envisaged by Article 90 or if no provision is made for at least 2 Parent Local Councillors on each established Local Council there shall be a minimum of 2 Parent Directors.

44. Parent Directors and Parent Local Councillors shall be elected or, if the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies, appointed (in accordance with the terms of reference determined by the Directors from time to time). The elected or appointed Parent Directors must be a parent of a registered student at one of the Academies at the time when he or she is elected or appointed. The elected (or if the number of parents, or individuals exercising parental responsibility standing for election is less than the number of vacancies, appointed) Parent Local Councillors must be a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies overseen by the Local Council at the time when he or she is elected or appointed.

45. The number of Parent Directors and Parent Local Councillors required shall be made up by Parent Directors and Parent Local Councillors appointed by the Directors if the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies.

46. The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Directors or Parent Local Councillors, including any question of whether a person is a parent, or an individual exercising parental responsibility, of a registered student at one of the Academies. Any election of the Parent Directors or Parent Local Councillors which is contested shall be held by secret ballot. For the purposes of any election of Parent Local Councillors, any parent, or an individual exercising parental

responsibility, of a registered pupil at the Academies overseen by the Local Council shall be eligible to vote.

47. In appointing a Parent Director or a Parent Local Councillors the Directors shall appoint a person who is the parent, or an individual exercising parental responsibility, of a registered student at an Academy; or where the Directors are exercising their power to appoint a Parent Director or Parent Local Councillors and it is not reasonably practical to appoint a parent, or an individual exercising parental responsibility, then the Directors may appoint a person who is the parent, or an individual exercising parental responsibility, of a child within the age range of at least one of the Academies or, in the case of appointment to a Local Council, the age range of at least one of the Academies overseen by that Local Council.
48. Not used.

APPOINTMENT OF ADDITIONAL DIRECTORS

49. The Secretary of State may give a warning notice to the Board of Directors where—
- (a) he or she is satisfied—
 - (i) that the standards of performance of students at any of the Academies are unacceptably low and are likely to remain so unless the Secretary of State exercises his or her powers under article 51, or
 - (ii) that there has been a serious breakdown in the way any of the Academies are managed or governed which is prejudicing, or likely to prejudice, such standards of performance, or
 - (iii) that the safety of students or staff of any of the Academies is threatened (whether by a breakdown of discipline or otherwise); and
 - (b) the Secretary of State has previously informed the Board of Directors of the matters on which that conclusion is based; and
 - (c) those matters have not been remedied to the Secretary of State's satisfaction within a reasonable period.
50. For the purposes of article 49 a 'warning notice' is a notice in writing by the Secretary of State setting out—
- (a) the matters referred to in Article 49(a);
 - (b) the action which he or she requires the Board of Directors to take in order to remedy those matters; and
 - (c) the period within which that action is to be taken by the Board ('the compliance period').
51. The Secretary of State may appoint such Additional Directors as he or she thinks fit if the Secretary of State has:
- (a) given the Board of Directors a warning notice in accordance with article 49; and
 - (b) the Board has failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period; and

- (c) the Secretary of State has given reasonable notice in writing to the Board that he or she proposes to exercise his or her powers under this article.
52. The Secretary of State may also appoint such Further Directors as he or she thinks fit if a Special Measures Termination Event (as defined in the Relevant Funding Agreements occurs in respect of any Academy) but shall only exercise this right:
- (a) in accordance with sections 123 of the Master Funding Agreement; and
 - (b) if such action is in the interests of the Trust.
53. Within five days of the Secretary of State appointing any Further Directors in accordance with article 52, any Directors appointed under article **Error! Reference source not found.** holding office immediately preceding the appointment of such Directors shall resign immediately, and the powers of the Members to appoint Directors under article **Error! Reference source not found.** shall cease.
54. Without prejudice to its rights under article 56, the Secretary of State may give a Principal Agreement Warning Notice to the Trust and each of the Directors where the circumstances in article 56 apply,
55. Without prejudice to its rights under article 57, the Secretary of State may appoint Additional Directors as he or she thinks fit where any of the circumstances in article 57 apply, but shall only exercise this right
- (a) in accordance with section 123 of the Master Funding Agreement; and
 - (b) if such action is in the interests of the Trust.

DFE WARNING NOTICE AND FLOODING RIGHTS FOR LOCAL COUNCIL

56. The Secretary of State may give a Principal Agreement Warning Notice to the Trust and the members of the Local Council where -
- (a) the LA has made a claim against the Secretary of State for liabilities related to any Excluded Matters pursuant to the Principal Agreement; or
 - (b) the Secretary of State reasonably considers that in the immediately preceding 12 month period, the aggregate of payments made by the Trust in respect of a PFI Academy to the LA pursuant to the School Agreement in respect of Excluded Matters has reached a level which the Secretary of State considers to be excessive and which may (assessed objectively) cause the PFI Academy material financial difficulties; or
 - (c) the Secretary of State considers (acting reasonably and in good faith) that the Trust's and/or PFI Academy's compliance with its obligations under the School Agreement and/or the Principal Agreement (including its approach to contract management and cooperation) is such that claims and/or disputes under such contracts are of a number and/or nature likely to materially and adversely impact on the provision of educational services at the PFI Academy; or
 - (d) The Secretary of State, acting reasonably and in good faith, considers that there is general mismanagement and lack of co-operation by the Trust under the Schools Agreement that is leading to claims and/or disputes to be at an unacceptable level

which is likely to, in the reasonable opinion of the Secretary of State, adversely impact on the provision of education at the PFI Academy.

57. The Secretary of State may also appoint additional Councillors as he or she thinks fit if:
- (a) the LA has recovered any losses from the Secretary of State pursuant to the Principal Agreement; or
 - (b) the Trust has received a Principal Agreement Warning Notice pursuant to article 56(a) and the Trust has not, within 10 working days of such notice provided adequate written reasons (including a remediation plan if appropriate) why the Trust has not paid the LA for such Excluded Matters; or
 - (c) the Trust has received a Principal Agreement Warning Notice pursuant to article 56(b) and the Trust has not within 20 working days of such notice provided a remediation plan to reduce anticipated payments for Excluded Matters to the LA in the forthcoming 12 month period, such plan to be acceptable to the Secretary of State (acting reasonably); or
 - (d) the Trust has received a Principal Agreement Warning Notice pursuant to article 56(c) and the Trust has not, within 20 working days of such notice provided a remediation plan setting out the Trust's proposals to improve compliance with the School Agreement and/or the Principal Agreement in relation to the relevant PFI Academy and also dealing with such other matters as may be the subject of the relevant Principal Agreement Warning Notice, such plan to be acceptable to the Secretary of State (acting reasonably); or
 - (e) the Secretary of State's right or obligation to procure the taking effect of the resignation of any Director has arisen pursuant to the Relevant Funding Agreements; or
 - (f) the LA notifies the Secretary of State of any reasonable grounds it has to recover any losses pursuant to the Principal Agreement; or
 - (g) the Secretary of State, acting reasonably and in good faith, considers that there is general mismanagement and lack of co-operation by the Trust under the Schools Agreement that is leading to claims and/or disputes to be at an unacceptable level which is likely to, in the reasonable opinion of the Secretary of State, adversely impact on the provision of education at the PFI Academy; or
 - (h) any of the events of default listed in clause 114 of the Master Funding Agreement occur, or the Secretary of State considers that such events of default may (assessed reasonably) be likely to occur.

TERM OF OFFICE

58. The term of office for any Director shall normally be four years and such term shall be deemed to have commenced on 1 September 2015 or on such later date as the Director was in fact appointed. Subject to remaining eligible, any Director may be re-appointed or re-elected. After a Director has served two consecutive terms in office, he or she shall be eligible for re-appointment or re-election only after a year has elapsed since he or she retired as Director.

RESIGNATION AND REMOVAL

59. A Director shall cease to hold office if he or she resigns his or her office by notice to the Trust (but only if at least three Directors will remain in office when the notice of resignation is to take effect).
60. A Director shall cease to hold office if he or she is removed by the person or persons who appointed him. This article does not apply in respect of any Parent Director or an Academy Director.
61. Where a Director resigns his or her office or is removed from office, the Director or, where he or she is removed from office, those removing him, shall give written notice thereof to the clerk.

DISQUALIFICATION OF DIRECTORS

62. No person shall be qualified to be a Director unless he or she is aged 18 or over at the date of his or her election or appointment. No student of any of the Academies shall be a Director.
63. A Director shall cease to hold office if he or she becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs.
64. A Director shall cease to hold office if he or she is absent without the permission of the Board of Directors from all their meetings held within a period of six months and the Directors resolve that his or her office be vacated.
65. A person shall be disqualified from holding or continuing to hold office as a Director 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.
66. A person shall be disqualified from holding or continuing to hold office as a Director 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).
67. A Director shall cease to hold office if he or she ceases to be a Director by virtue of any provision in the Act 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).
68. A person shall be disqualified from holding or continuing to hold office as a Director 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.
69. A person is disqualified from holding or from continuing to hold office as a Director at any time when he or she is:
 - (a) included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999; or

- (b) disqualified from working with children under sections 28 and 29 of the Criminal Justice and Court Services Act 2000.
70. A person shall be disqualified from holding or continuing to hold office as a Director if he or she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
71. A person shall be disqualified from holding or continuing to hold office as a Director 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 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.
72. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he or she refuses a request by the Clerk to the Board of Directors, following a referral from either the Chair of Directors or the Chief Executive Officer, to make an application under section 113 of the Police Act 1997, as amended for a criminal records certificate. That application will be at an enhanced disclosure level. A referral by the Chair of Directors or the Chief Executive Officer shall be made where the person is in their opinion giving cause for concern or where his or her duties involve regularly caring for, training, supervising, or being in sole charge of persons under 18. In the event that the certificate discloses any information which would in the opinion of either the Chair of Directors or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
73. Where, by virtue of these articles a person becomes disqualified from holding, or continuing to hold office as a Director; and he or she is, or is proposed, to become such a Director, he or she shall upon becoming so disqualified give written notice of that fact to the clerk.
74. Articles 62 to 73 also apply to any member of any committee of the Directors, including a Councillor, who is not a Director.

CLERK TO THE BOARD OF DIRECTORS

75. Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be appointed by them. The secretary shall be known as "the clerk". The clerk shall not be a Director or a Principal. Notwithstanding this article, the Board of Directors may, where the clerk fails to attend a meeting of theirs, appoint any one of their number to act as clerk for the purposes of that meeting.

CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD OF DIRECTORS

76. The Directors shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number. A Director who is employed by the Trust shall not be eligible for election as chairman or vice-chairman.
77. Subject to article 78, the chairman or vice-chairman shall hold office as such until his or her successor has been elected in accordance with article 79.

78. The chairman or vice-chairman may at any time resign his or her office by giving notice in writing to the clerk. The chairman or vice-chairman shall cease to hold office if—
- (a) he or she ceases to be a Director;
 - (b) he or she is employed by the Trust;
 - (c) he or she is removed from office in accordance with these articles; or
 - (d) in the case of the vice-chairman, he or she is elected in accordance with these articles to fill a vacancy in the office of chairman.
79. Where by reason of any of the matters referred to in article 78, a vacancy arises in the office of chairman or vice-chairman, the Directors shall at their next meeting elect one of their number to fill that vacancy.
80. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chairman for the purposes of the meeting.
81. Where in the circumstances referred to in article 80 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Directors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Director elected shall not be a person who is employed to work at any of the Academies.
82. The clerk shall act as chairman during that part of any meeting at which the chairman is elected, but for these purposes article 24 shall not apply.
83. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
84. The Directors may remove the chairman or vice-chairman from office in accordance with this article:
- (a) a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Board of Directors shall not have effect unless—
 - it is confirmed by a resolution passed at a second meeting of the Board of Directors held not less than fourteen days after the first meeting; and
 - the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
 - (b) Before the Board of Directors resolves at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Directors or Directors proposing his or her removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

POWERS OF DIRECTORS

85. Subject to provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Trust shall be managed by the Directors who may exercise all the powers of the Trust. No alteration of the memorandum or the articles

and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

86. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Directors shall have the following powers, namely:
- (a) to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the 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 Trust.
87. The Directors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the schools and may consider any advice given by the Chief Executive Officer and any other executive officer.

DIRECTORS' EXPENSES

88. Except to the extent permitted by clause 5 of the memorandum and subject to articles 114 to 116, no Director shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a Director in any contract to which the Trust is a party.

THE MINUTES

89. The minutes of the proceedings of a meeting of the Board of Directors 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 Board of Directors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
- (a) all appointments of officers made by the Directors; and
 - (b) all proceedings at meetings of the Trust and of the Directors and of committees of Trustees including the names of the Directors present at each such meeting.

COMMITTEES

90. Subject to these articles, the Directors:
- (a) shall appoint committees to be known as Local Councils for each Academy (and the same Local Council may be appointed for more than one Academy);
 - (b) may appoint a committee to be known as Chairs of Local Councils; and
 - (b) may establish any other committee.

91. The constitution, membership and proceedings of any committee of the Directors shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Local Councils and the Chairs of Local Councils) a majority of members of any such committee shall be Directors. Except in the case of a Local Council and the Chairs of Local Councils, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.
- 91A. The Directors shall ensure that any Local Council shall include at least 2 Parent members.

DELEGATION

92. Subject to these articles the Directors may delegate any of their powers or functions (including the power to sub-delegate) to any committee (including any Local Council and the Chairs of Local Councils), any Director, the Chief Executive Officer or any other holder of an executive office. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 92A. A Director, committee (including any Local Council or the Chairs of Local Councils), the Chief Executive Officer or any other holder of an executive office to whom a power or function of the Directors is delegated under Article 92 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Directors is sub-delegated by any person to whom it has been delegated, that person must inform the Directors as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Directors may impose, and may be revoked or altered.
93. Where any power or function of the Directors has been exercised by any committee (including any Local Council or the Chairs of Local Councils), any Director, the Chief Executive Officer, any other holder of an executive office or a person to whom a power or function has been sub-delegated under Article 92A, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.

CHIEF EXECUTIVE OFFICER, EXECUTIVE PRINCIPALS AND PRINCIPALS

94. The Directors shall appoint the Chief Executive Officer, the Executive Principals and the Principals of the Academies. The Directors may delegate such powers and functions as they consider are required by the Chief Executive Officer, the Executive Principals and the Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at all of the Academies).

MEETINGS OF THE BOARD OF DIRECTORS

95. Subject to these articles, the Directors may regulate their proceedings as they think fit.

96. The Board of Directors shall hold at least three meetings in every school year. Meetings of the Board of Directors shall be convened by the clerk. In exercising his or her functions under this article the clerk shall comply with any direction—
- (a) given by the Board of Directors; or
 - (b) given by the chairman of the Board of Directors or, in his or her absence or where there is a vacancy in the office of chairman, the vice-chairman of the Board of Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a).
97. Any three Directors may, by notice in writing given to the clerk, requisition a meeting of the Board of Directors; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
98. Each Director 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 Director at the address provided by each Director from time to time; and
 - (b) a copy of the agenda for the meeting;
- provided that where the chairman or, in his or her absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on behalf of the Directors that in the circumstances a shorter period is reasonable, it shall be sufficient if the written notice of a meeting, and the copy of the agenda therefore are given within such shorter period as he or she directs.
- For the avoidance of doubt, ordinarily meeting dates shall be set at least fourteen clear days before the meeting.
99. 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 therefore.
100. A resolution to rescind or vary a resolution carried at a previous meeting of the Board of Directors shall not be proposed at a meeting of the Board unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
101. A meeting of the Board of Directors shall be terminated forthwith if—
- (a) the Board so resolves; or
 - (b) the number of Directors present ceases to constitute a quorum for a meeting of the Board in accordance with article 104, subject to article 105.
102. Where in accordance with article 101 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.
103. Where the Board of Directors resolves in accordance with article 101 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Board 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.

104. Subject to article 105 the quorum for a meeting of the Board of Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting. If the Secretary of State has appointed Additional or Further Directors then a majority of the quorum must be made up of Additional or Further Directors.

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

106. The quorum for the purposes of—

- (a) appointing a Parent Governor pursuant to Article 45;
- (b) any vote on the removal of a member of the Board of Directors in accordance with article 60;
- (c) any vote on the removal of the chairman of the Board of Directors in accordance with articles 60 and 78

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

107. Subject to these articles, every question to be decided at a meeting of the Board of Directors shall be determined by a majority of the votes of the members present and voting on the question.

108. Subject to articles 104 to 106, where there is an equal division of votes the chairman or, as the case may be, the person who is acting as chairman for the purposes of the meeting, shall have a second or casting vote.

109. The proceedings of the Board of Directors shall not be invalidated by—

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

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

111. Subject to this article, the Board of Directors shall ensure that a copy of—

- (a) the agenda for every meeting of the Board;
- (b) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
- (c) the signed minutes of every such meeting; and
- (d) any report, document or other paper considered at any such meeting,

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

112. There may be excluded from any item required to be made available in pursuance of article 111, any material relating to—
- (a) a named teacher or other person employed, or proposed to be employed, at any Academy;
 - (b) a named student at, or candidate for admission to, any Academy; and
 - (c) any matter which, by reason of its nature, the Board of Directors are satisfied should remain confidential.
113. Any Director shall be able to participate in meetings of the Board of Directors by telephone or video conference provided that 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.
114. Any Director who has any duty or pecuniary interest (direct or indirect) which conflicts or may conflict with his or her duties as a Director shall disclose that fact to the Board of Directors as soon as he or she becomes aware of it, and shall absent himself from any discussion of that interest by the Board.
115. Without limitation to the generality of article 114, a Director shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Academy if:
- (a) he or she is a director or a member holding more than 1/100th of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - (b) he or she is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration or
 - (c) he or she, or a partner of his or her, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration.
116. For the purposes of articles 114 and 115, an interest of a person who is, within the meaning of section 252 of the Act, connected with a Director shall be treated as an interest of the Director. This shall include:
- (a) that Director's spouse, child or stepchild; or
 - (b) a body corporate with which the Director is associated (i.e. if that Director and persons connected with him together are interested in shares comprising at least one fifth of the share capital of the company or are entitled to exercise more than one fifth of the voting power at any general meeting of that company); or
 - (c) a person acting in his or her capacity as trustee of any trust the beneficiaries of which

include:

- the Director, his or her spouse or any children or stepchildren of his or her; or
 - a body corporate with which he or she is associated; or
- (d) a person acting in his or her capacity as a partner of that Director or of any person who, by virtue of paragraphs (a), (b) or (c) above, is connected with that Director.

PATRONS AND HONORARY OFFICERS

117. The Directors may from time to time appoint any person whether or not a member of the Trust to be a patron of the Trust or to hold any honorary office and may determine for what period he or she is to hold such office.

THE SEAL

118. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the clerk or by a second Director.

ACCOUNTS

119. Accounts shall be prepared in accordance to the provisions of Part 15 of the Act.

ANNUAL REPORT

120. The Directors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

ANNUAL RETURN

121. The Directors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

NOTICES

122. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Directors) or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these articles "Address" in relation to electronic communications includes any number of address used for the purpose of such communications.

123. A notice may be given by the Trust to a member either personally or by 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 Trust by the member. A member whose registered address is not within the United Kingdom and who gives to the 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 Trust.
124. A member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
125. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issues by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

126. Subject to the provisions of the Act every Director or other officer or Director or auditor of the Trust shall be indemnified out of the assets of the 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 or she 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 Trust.

RULES

127. The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the 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 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 Trust in relation to one another, and to the Trust's servants;
 - (c) the setting aside of the whole or any part or parts of the 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 Directors and committees of the Directors and meetings of the Local Councils in so far as such procedure is not regulated by the articles;

(e) generally, all such matters as are commonly the subject matter of company rules.

128. The Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of members of the Trust all such rules or bye laws, which shall be binding on all members of the Trust. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Names and Addresses of Subscribers

Signature of Subscriber:

Name in full:

Address:

Occupation:

Date:

Witness (signature):

Name in full:

Address:

Signature of Subscriber

Name in full:

Address:

Occupation:

Date:

Witness (signature):

Name in full:

Address:

Signature of Subscriber

Name in full:

Address:

Occupation:

Date:

Witness (signature):

Name in full:

Address:

