

Company number: 4439859

THE COMPANIES ACTS 1985 TO 2006

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

UNITED LEARNING TRUST (the "Company")

**Company registered office: 23 Chapel Street, Titchmarsh,
Kettering, Northamptonshire NN24 3DA**

WRITTEN RESOLUTION OF THE MEMBERS

CIRCULATION DATE: 23 June 2009 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution.

SPECIAL RESOLUTION

THAT the draft regulations attached to this resolution for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

AGREEMENT TO THE RESOLUTION

Please read the notes below before signifying your agreement to the Special Resolution.

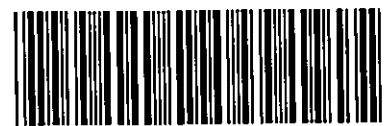
The undersigned, being a member of the Company and entitled to vote on the above resolution on the Circulation Date, hereby agrees to the above Special Resolution:

Signed


.....

Date

6/7/09
.....



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Please read the notes below before signifying your agreement to the Special Resolution.

The undersigned, being a member of the Company and entitled to vote on the above resolution on the Circulation Date, hereby agrees to the above Special Resolution:

Signed



KEITH JOYSER.

Date

6/07/09

Company Number: 04439859

THE COMPANIES ACTS 1985 to 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

UNITED LEARNING TRUST

Incorporated on 15 May 2002

(Adopted 6 July 2009)

Lewis Silkin LLP
5 Chancery Lane
Clifford's Inn
London
EC4A 1BL

20 July 2009

Ref: GRD/82548.45/1544656-8

THE COMPANIES ACTS 1985 to 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
UNITED LEARNING TRUST

INTERPRETATION

1. In these Articles:-

“1985 Act”

means the Companies Act 1985;

“2006 Act”

means the Companies Act 2006;

“Academies”

means all those Academies operated by the Company (and “Academy” has a corresponding meaning);

“Acts”

means the 1985 Act including any statutory modification or re-enactment thereof for the time being in force and any provisions, or statutory modifications of those provisions, of the 2006 Act for the time being in force;

“Additional Directors”

means Directors appointed by the Secretary of State in accordance with Article 32(b);

“Articles”

means these articles of association of the Company;

“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;

“Company”

means United Learning Trust, the company intended to be regulated by these Articles;

“Directors”

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

“electronic communication”

means the same as in the Electronic Communication Act 2000;

“executed”

includes any mode of execution;

“the LAs”

means all the local authorities covering the areas in which the Academies operate (and “LA” shall mean any one of those local authorities);

“LGB”

means a Local Governing Body, being a committee of the Directors appointed pursuant to article 58;

“Member”

means a member of the Company and someone who as such is bound by the undertaking contained in Clause 7 of the Memorandum (and “Members” has a corresponding meaning);

“Memorandum”

means the memorandum of association of the Company;

“office”

means the registered office of the Company;

“Principals”

means the principals or head teachers of each of the Academies (and “Principal” has a corresponding meaning);

“Principal Sponsor”

means United Church Schools Trust, a company limited by guarantee registered as a charity with number 1016538, a subscriber to the Memorandum and Articles;

“relevant Funding Agreements”

means the funding agreements entered into by the Company and the Secretary of State relating to each of the Academies;

“the seal”

means the common seal of the Company if it has one;

“secretary”

means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

“Secretary of State”

means the Secretary of State for Children, Schools and Families (formerly the Secretary of State for Education and Skills) and his successors;

“school term”

means any of the following periods, 1 January to 30 April, 1 May to 31 August and 1 September to 31 December each year;

“Sponsor Directors”

means Directors appointed by the Principal Sponsor in accordance with Article 31 and “Sponsor Director” shall be construed accordingly;

“teacher”

means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at the relevant Academy;

“the United Kingdom”

means the United Kingdom of Great Britain and Northern Ireland;

“writing” or “written”

shall include any methods of representing or reproducing words in a legible and non-transitory form, including by way of electronic communication.

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 Acts.

In these Articles any reference to a statute or a statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum (“Objects”).

MEMBERS

3. The Members of the Company shall comprise:
 - (a) the Principal Sponsor; and
 - (b) (if required by the Secretary of State) one other person appointed by the Secretary of State.
4. The Secretary of State shall have the right from time to time by written notice delivered to the office to remove any Member appointed by him and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.

5. Every person nominated to be a Member of the Company shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
6. A Member shall cease to be a Member immediately on the receipt by the Company of a notice in writing signed by the person entitled to remove him.

GENERAL MEETINGS

7. The Directors may, whenever they think fit, convene a general meeting and shall do so on the requisition of any of the Members. Any general meeting shall be convened in accordance with the provisions of the 2006 Act. If there are not within the United Kingdom sufficient Directors to convene a general meeting, any Director or any Member of the Company may convene a general meeting.

NOTICE OF GENERAL MEETINGS

8. General meetings shall be convened by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed by 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 shall give information to the Members with regard to the right to appoint a proxy pursuant to Section 324 of the 2006 Act. The notice shall be given to the Members and to the Directors.
9. 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

10. No business shall be transacted at any general meeting unless the Principal Sponsor is present.
11. If the Principal Sponsor is not present within half an hour from the time appointed for the general meeting, or if during a general meeting the Principal Sponsor ceases to be present, the general meeting be terminated with immediate effect.
12. The chairman of the Directors, if any, shall preside as chairman of the general meeting, but if the chairman is not present within fifteen minutes after the time appointed for the holding of the meeting the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be the chairman.

13. 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 general meeting, the Members shall elect a chairman.
14. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
15. The chairman may, with the consent of a general meeting at which the Principal Sponsor 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.
16. 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 any Member having the right to vote at the meeting.
17. 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.
18. A 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.
19. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. 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.

21. 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.

VOTES OF MEMBERS

22. On a show of hands or on a poll every Member present in person or by proxy shall have the following number of votes:

The Principal Sponsor: three votes; and

The person appointed by the Secretary of State: one vote

23. 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 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.
24. No objections shall be raised to the qualification of any member to vote 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 of the general meeting whose decision shall be final and conclusive.
25. 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,, of, being a Member of the above named Company, hereby appoint of, or failing him, of as my proxy to vote in my name and on my behalf at the general meeting of the Company to be held on [*specify date*], and at any adjournment thereof.

Signed on [*specify date*]”

26. Where it is desired to afford a Member an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

“I,, of, being a Member of the above-named Company, hereby appoint of, or failing him of, as my proxy to vote in my name and on my behalf at the general meeting of the Company, to be held on [*specify date*], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for * against

Resolution No. 2 *for * against.

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on [*specify date*]”

27. The instrument appointing a proxy and the power of attorney or other authority under which it is executed or a copy of such power or authority certified by a notary or in some other way approved by the Directors shall be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
28. A vote given 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 unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote was given.

DIRECTORS

29. The number of Directors shall be not less than three and no more than 18 excluding any Additional Directors that may be appointed under Article 32.
30. The Company shall have the following Directors:
- (a) up to 18 Sponsor Directors appointed under Article 31; and
 - (b) up to 19 Additional Directors appointed under Article 32(c).

APPOINTMENT OF SPONSOR DIRECTORS

31. The Principal Sponsor may by notice in writing left at the office appoint and remove up to 18 Directors of whom at least six Directors shall be Chairmen of LGBs.

APPOINTMENT OF ADDITIONAL DIRECTORS

32. The Secretary of State may appoint Additional Directors in accordance with this Article 32.
- (a) The Secretary of State may give a warning notice to the Company where—
 - (i) he is satisfied
 - 1. that the standards of performance of pupils at any of the Academies are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under Article 32(b), or
 - 2. that there has been a serious breakdown in the way any of the Academies is managed or governed which is prejudicing, or likely to prejudice, such standards of performance, or
 - 3. that the safety of pupils or staff of any of the Academies is threatened (whether by a breakdown of discipline or otherwise); and
 - (ii) the Secretary of State has previously informed the Company of the matters on which that conclusion is based; and
 - (iii) those matters have not been remedied to the Secretary of State's satisfaction within the compliance period.
 - (b) The Secretary of State may appoint up to 19 Additional Directors as he thinks fit if the Secretary of State has:

- (i) given the Company a warning notice in accordance with Articles 32(a) and (c); and
 - (ii) the Company has failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period; and
 - (iii) the Secretary of State has given reasonable notice in writing to the Company that he proposes to exercise his powers under this Article 32.
- (c) For the purposes of this Article 32, a 'warning notice' is a notice in writing by the Secretary of State to the Company delivered to its office setting out—
- (i) the matters referred to in Article 32(a)(i);
 - (ii) the action which he requires the Directors to take in order to remedy those matters; and
 - (iii) the reasonable period within which that action is to be taken by the Directors ('the compliance period').

TERM OF OFFICE

33. The term of office for any Director shall be three years. Subject to remaining eligible to be a Director, and to Article 38 below, any Director may be re-appointed, after completion of his or her first term of office, for three further consecutive periods of three years, after which any Director shall be re-appointed on an annual basis.

RESIGNATION AND REMOVAL

34. A Director shall cease to hold office if he resigns his office by notice to the Company but only if at least three Directors will remain in office when the notice of resignation is to take effect.
35. A Director shall cease to hold office if he is removed by the person or persons who shall have appointed him.
36. Where a Director resigns his office, the Director or, where he is removed from office, the person or persons removing him, shall give written notice thereof to the secretary.

DISQUALIFICATION OF DIRECTORS

37. No person shall be qualified to be a Director unless he is aged 18 or over at the date of his appointment. No current pupil of any of the Academies shall be a Director.

38. A Director shall cease to hold office if:

- (a) he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs;
- (b) he is absent without the permission of the Directors from all their meetings held within a period of twelve months and the Directors resolve that his office be vacated;
- (c) he has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged and the bankruptcy order has not been annulled or rescinded;
- (d) he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
- (e) he is subject to a disqualification order 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 a county court administration order);
- (f) he ceases to be a Director by virtue of any provision in the Acts or is disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993;
- (g) he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated;
- (h) he is 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;
- (i) he is disqualified from working with children under sections 28 and 29 of the Criminal Justice and Court Services Act 2000;
- (j) he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002;
- (k) he has been convicted of a 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 lower sentence;

- (l) he refuses a written request by the secretary to make an application under section 113A of the Police Act 1997 for a criminal records certificate at an enhanced disclosure level; or
 - (m) a criminal records certificate (as referred to above) discloses any information which would in the opinion of the chairman of Directors indicate his unsuitability to work with children. 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 and the determination of the Secretary of State shall be final.
39. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the secretary.
40. Articles 37 to 39 also apply to any member of any committee of the Directors who is not a Director including, without limitation, a member of a LGB who is not a Director.
41. **ALTERNATE DIRECTORS**
- 41.1. Any Sponsor Director (other than an alternate director) may appoint another Director or, in the case of a Sponsor Director who is also a chairman of a LGB, another Director or a chairman of a LGB to be an alternate director and may at any time remove from office any alternate director so appointed by him.
- 41.2 Any appointment or removal of an alternate director shall be by notice in writing to the Company signed by the Director making or revoking the appointment and delivered to or received at the office or tendered at a meeting of the Board, or in any other manner approved by the Board.
- 41.3 An alternate director shall be entitled to receive notice of all meetings of the Board and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence. An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent as if he were a Director. An alternate director shall not be entitled to receive from the Company any fee in his capacity as an alternate director. It shall not be necessary to give notice of any meeting to an alternate Director who is absent from the United Kingdom.

41.4 An alternate director shall cease to be an alternate director if any event happens in relation to him which if he were a Director otherwise appointed, would cause him to vacate office or if his appointor ceases to be a Director.

41.5 A Director or any other person may act as an alternate director to represent more than one Director. Every person acting as an alternate director shall have one vote for each Director for whom he acts as alternate, in addition to his own vote if he is also a Director but he shall count as only one for the purposes of determining whether a quorum is present. Signature by an alternate director of any resolution in writing of the Board or a committee of the Board shall, unless the notice of his appointment provides to the contrary, be as effective as signature by his appointor.

41.6 Save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

SECRETARY TO THE DIRECTORS

42. Subject to the provisions of the Acts, the secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit. The secretary shall not be a Director or a Principal. Notwithstanding this Article, the Directors may, where the secretary fails to attend a meeting of theirs, appoint any one of their number or any other person to act as secretary for the purposes of that meeting.

CHAIRMAN AND DEPUTY CHAIRMAN OF THE DIRECTORS

43. Subject to Article 47, the Directors shall elect a chairman and deputy chairman from among the Directors. A Director who is employed by the Company shall not be eligible for appointment as chairman or deputy chairman. Subject to Article 44, the chairman of the Directors shall hold office as such until his successor has been elected in accordance with this Article.

44. The chairman or deputy chairman of the Directors may at any time resign his office by giving notice in writing to the secretary. The chairman or deputy chairman shall cease to hold office if:

- (a) he ceases to be a Director;
- (b) he becomes employed by the Company; or
- (c) he is removed from office in accordance with these Articles.

45. Where by reason of any of the matters referred to in Article 44, a vacancy arises in the office of chairman or deputy chairman, the Directors shall at their next meeting appoint a Director to fill that vacancy.
46. Where the chairman is absent from the meeting the deputy chairman shall act as chairman for the purposes of the meeting. If the deputy chairman is also absent, the Directors shall appoint a Director to act as chairman for the purposes of that meeting, provided that the Director appointed shall not be a person who is employed by the Company.
47. The Directors may remove the chairman or deputy chairman from office in accordance with this Article.
 - (a) A resolution to remove the chairman or deputy chairman from office must be passed by a two-thirds majority at a meeting of the Directors at which at least 80 per cent. of the Directors (rounded up to a whole number) are present; and
 - (b) Before the Directors resolve at the relevant meeting to remove the chairman or deputy chairman from office, the Director or Directors proposing his removal shall at that meeting state his or their reasons for doing so and the chairman or deputy chairman shall be given an opportunity to make a statement in response.

POWERS OF DIRECTORS

48. Subject to provisions of the Acts, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
49. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely:
 - (a) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the

sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;

(b) to enter into contracts on behalf of the Company.

50. The Directors may appoint a chief executive officer to whom the Principals shall report.
51. The Directors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the Academies and shall consider any advice given by the Principals either directly or via the chief executive officer and by the chief executive officer.
52. Any bank account in which any money of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the Directors.

DIRECTORS' EXPENSES

53. Subject to clause 5 of the Memorandum, the Directors may at the discretion of the Directors be paid all reasonable and proper out of pocket travelling, hotel and other expenses, excluding foreign travel (unless specifically authorised by the Directors for the proper conduct of the operation of the Company), properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties.

DIRECTORS' CONFLICTS

54. The Company shall not make any payment, enter into any contract or arrangement or give any benefit to a Director or Associated Entity unless (a) the payment or benefit and, where applicable, the contract pursuant to which the payment or benefit is to be made, shall have been approved by a resolution of the Directors and (b) the relevant Director was not present at the meeting during the discussion of the payment, benefit or contract (as the case may be) and (c) the relevant Director did not vote on and was not counted in the quorum present in relation to the resolution in question and (d) the majority of the Directors are not entitled to and do not receive a similar payment or benefit.
55. In arriving at their decision in relation to the approval of any payment, benefit or contract as is referred to in Article 54 above, the Directors must be satisfied that it is in the interests of the Company to employ or to contract with the Director or Associated Entity rather than with someone else. In reaching that decision the Directors must balance the advantage of employing such a person and/or entering into

a contract with such a person or entity against the disadvantages of doing so (especially the loss of the Director's and/or Associated Entity's services as a result of dealing with the Director's conflict of interest).

56. For the purposes of Articles 54 and 55 the following expressions shall have the following meanings:-

“Director” shall include any person who is a child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

“Associated Entity” means any company in which the Director holds shares (other than a company listed on a recognised stock exchange in which the Director holds less than one per cent of its issued share capital and provided that the Director is not a director of the relevant company), any limited liability partnership of which the Director is a member, and any firm of which the Director is a partner.

“Company” includes any company of which the company:-

- (a) holds more than 50 per cent of the issued share capital;
- (b) controls more than 50 per cent of the voting rights;
- (c) has a right to appoint one or more of the directors to the board of directors.

THE MINUTES

57. The minutes of the proceedings of a meeting of the Directors shall be drawn up and entered into a book kept for the purpose by the person acting as secretary for the purposes of the meeting; and shall be signed (subject to the approval of the Directors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include:

- (a) all appointments of officers made by the Directors; and
- (b) all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

LOCAL GOVERNING BODIES

58. The Directors shall appoint separate committees to be known as the LGBs for each of the Academies which shall comprise in the case of each Academy a maximum of 15 individuals to include:

- (a) one elected parent member;
- (b) one elected non-teaching staff member;
- (c) one elected teacher member;
- (d) one person appointed by the appropriate LA; and
- (e) such other members as the Directors decide ("Sponsor Members").

and the quorum for each meeting of the LGB shall be a majority of members of the LGB appointed by the Directors. The members of a LGB may act notwithstanding any vacancies in their number or any defect in the election or nomination or appointment of any member of the LGB.

59. Each LGB shall have a chairman. The Directors shall be entitled to appoint and remove the Chairman and the Sponsor Members of each LGB by notice in writing left at the office. Any notice appointing a Chairman or Sponsor Member of LGB may, if the Directors so determine, specify a maximum period during which the Chairman or Sponsor Member may serve as Chairman or a Sponsor Member of the LGB. The teacher member and the non-teaching staff member shall not be eligible to serve as chairman of a LGB. The parent member, non-teaching staff member and teacher member for each LGB shall be elected in accordance with rules made by the Directors. The Principal, although not a member of the LGB shall be permitted to attend, but not vote at meetings of the LGB.

DELEGATION

60. Subject to these Articles the Directors may delegate any of their powers or functions to any committee including LGBs. They may also delegate to the Principals or any holders 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 Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
61. Where any function of the Directors has been delegated to or is otherwise exercisable by any person or a committee established by them including the LGBs, 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 function at the meeting of the Directors immediately following the taking of the action or the making of the decision.
62. The Directors may establish any committee, including LGBs, to exercise, subject to these Articles, powers and functions of the Directors. Save in the case of the LGBs, 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 including LGBs shall be reviewed at least once in every four years. The membership of any committee of the Directors may include persons who are not Directors PROVIDED THAT (with the exception of LGBs) a majority of the members of such committees shall be Directors. The Directors may determine that some or all of the members of a committee who are not Directors shall be entitled to vote in any proceedings of the committee.

PRINCIPALS

63. The Directors shall appoint a Principal for each of the Academies. Subject to these Articles, each Principal shall be responsible for the internal organisation, management and control of his or her Academy, the implementation of all policies approved of by the Directors and for the direction of the teaching and curriculum. The Directors shall delegate to the Principal such powers and as may be necessary to enable the Principal to carry out such responsibilities.

MEETINGS OF THE DIRECTORS

64. Subject to these Articles, the Directors may regulate their proceedings as they think fit.
65. The Directors shall hold at least one meeting in every school term. Meetings of the Directors shall be convened by the secretary. In exercising his functions under this Article the secretary shall comply with any direction:
- (a) given by the Directors; or
 - (b) given by the chairman of the Directors.
66. Any three Directors may, by notice in writing given to the secretary, requisition a meeting of the Directors; and it shall be the duty of the secretary to convene such a meeting as soon as is reasonably practicable.
67. Each Director shall be given at least 10 clear days before the date of a meeting:
- (a) notice in writing thereof at the address provided by each Director from time to time; and
 - (b) a copy of the agenda for the meeting,

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the deputy chairman or any Director who may be acting as chairman at that time, so determines on the ground that there are matters demanding

urgent consideration, it shall be sufficient if the written notice of a meeting, and a copy of the agenda are given within such shorter period as he directs.

68. 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.
69. Subject to Article 47 the quorum for a meeting of the Directors 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.
70. The Directors may act notwithstanding any vacancies in their number, but, if the number of Directors is less than three, the continuing Directors may act only for the purpose of calling a general meeting.
71. Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote.
72. 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.
73. The proceedings of the Directors shall not be invalidated by:
 - (a) any vacancy among their number, or
 - (b) any defect in the election, appointment or nomination of any Director.
74. 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.
75. A Director shall be able to participate in meetings of the Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in this manner shall be deemed to constitute presence in person at such meeting.
76. A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Directors unless consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

PATRONS AND HONORARY OFFICERS

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

THE SEAL

78. 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 secretary or by a second Director.

NOTICES

79. The Company may send any notice or other document to a Member pursuant to these Articles by:
- (a) sending it by post or other delivery service in a prepaid envelope addressed, in the case of a Member, to his address as recorded in the register of Members, and in any other case to the address of the person as notified by him to the Company;
 - (b) leaving it at that address;
 - (c) delivering it personally; or
 - (d) sending it by electronic communication to an address for the time being notified to the Company by the person for that purpose.
80. Any notice or other document to be given or sent under or by reference to these Articles by a Member to the Company shall, unless otherwise provided by these Articles, be sent by:
- (a) posting it in a prepaid envelope addressed to the office;
 - (b) leaving it at the office; or
 - (c) sending it by electronic communication to an address for the time being notified by the Company for that purpose.
81. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices or documents may be sent to him, or an address to which notices or other documents may be sent using electronic communication, shall be entitled to have notices or other documents

sent to him at that address, but otherwise no such Member shall be entitled to receive any notice or other document from the Company.

82. Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted or given to another delivery service shall be conclusive evidence that the notice or other document was sent. Proof that a notice or other document contained in an electronic communication was sent in accordance with guidance issued from time to time by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice or other document was sent.
83. A notice or other document sent pursuant to these Articles shall be treated as being received and effectively served:
- (a) 24 hours after it was posted, if first class post was used;
 - (b) 72 hours after it was posted or given to delivery agents, if sent by post or other delivery service, other than first class post;
 - (c) at the time of delivery, if left at the relevant address or delivered personally;
 - (d) at the time of transmission, if sent by electronic communication.

INDEMNITY

84. Subject to the provisions of the Acts, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of the Company (other than any person engaged as auditor of the Company) may be indemnified out of the assets of the Company against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the Company, provided that this Article 84 shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article 84, or any element of it, to be treated as void under the Acts.
85. The Directors may exercise all the powers of the Company to purchase and maintain insurance for, or for the benefit of, a person who is or was a Director, secretary or auditor of the Company or of an associated company of the Company or of a company in which the Company has an interest (whether direct or indirect), or who is or was a trustee of a retirements benefit scheme or another trust in which current or former employees of the Company or any such other company are or have been interested, against liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against by the Company.

RULES

86. The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (a) the procedure at meetings of the Directors and committees of the Directors including LGBs in so far as such procedure is not regulated by the Articles;
 - (b) the procedure for the election of members of the LGBs; and
 - (c) generally, all such matters as are commonly the subject matter of company rules.
87. The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Company all such rules or bye laws, which shall be binding on all Members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.