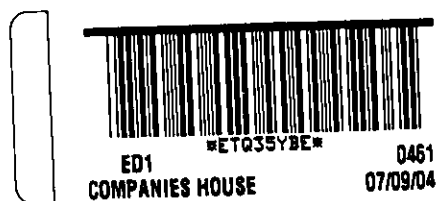


COMPANY NUMBER 04439859

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION  
OF  
UNITED LEARNING TRUST  
INCORPORATED ON 15 MAY 2002



THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF UNITED LEARNING TRUST

- 1 The Company's name is UNITED LEARNING TRUST (and in this document it is called "the Trust")
- 2 The Trust's registered office is to be situated in England and Wales
- 3 The Trust's objects ("the Objects") are to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing maintaining carrying on, managing and developing schools offering a broad curriculum with a strong emphasis on, but in no way limited to either one, or a combination of the specialisms specified in the Relevant Funding Agreements, in all cases to include religious instruction in the doctrine and duties of Christianity principally as the same are taught by the Church of England but also sensitive to the teachings attitudes and practices of other Christian Communion and Denominations ("the City Academies")
- 4 In furtherance of the above the Objects but not further or otherwise the Trust may exercise the following powers -
  - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Trust,
  - (b) to raise funds and to invite and receive contributions provided that in raising funds the Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,
  - (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property,
  - (d) subject to clause 5(6) below to employ such staff including a chief executive officer as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants,



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- (e) to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects,
- (f) to co-operate and liaise with other charities including the Principal Sponsor, other independent and maintained schools, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them,
- (g) to pay out of funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust,
- (h) to establish maintain carry on manage and develop the City Academies at locations to be determined by the Governors and the Secretary of State,
- (i) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils,
- (j) to provide educational facilities and services to students of all ages and the wider community for the public benefit,
- (k) to carry out research into the development and application of new techniques in education in particular in relation to the City Academies' area of curricular specialisations and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in City Academies,
- (l) subject to such consents as may be required by law to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Governors may think fit,
- (m) to invest the moneys of the Trust not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, to hold the same as investments and to sell, exchange, carry and dispose of the same, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
- (n) to provide indemnity insurance to cover the liability of Governors which by virtue of any rule of law would otherwise attach to them in respect of any

negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Trust. Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as Governors;

- (o) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the City Academies,
  - (p) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects
- 5) The income and property of the Trust shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members of the Trust, and no Governor shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust. Provided that nothing in this document shall prevent the payment in good faith by the Trust -
- (1) of reasonable and proper remuneration or other material benefit to any Governor or to any firm or company of which a Governor is a partner, member, employee, director or officer, for the supply of goods or services including legal, accountancy or other professional services. Provided that the goods or services are actually required by the Trust, the nature and level of remuneration or other material benefit is no more than is reasonable in relation to the value of the goods or services, that at no time shall a majority of the Governors benefit under this provision and that a Governor shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her firm or company, is under discussion,
  - (2) of reasonable and proper remuneration for any services rendered to the Trust by any Member, officer or servant of the Trust who is not a Governor,
  - (3) of interest on money lent by any Member of the Trust or Governor at a reasonable and proper rate per annum not exceeding 2 per cent less than the

published base lending rate of a clearing bank to be selected by the Governors,

- (4) of reasonable and proper rent (as determined by an independent valuer appointed by the Trust) for premises demised or let by any Member of the Trust or a Governor;
- (5) to any Governor of reasonable out-of-pocket expenses,
- (6) of reasonable and proper remuneration to any Governor who is employed by the Trust Provided that at no time shall a majority of the Governors benefit under this provision and that a Governor shall withdraw from any meeting at which his or her appointment, remuneration or terms or conditions specific to him or her are under discussion,
- (7) of any premium in respect of any indemnity insurance to cover the liability of the Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against Governors in their capacity as directors of the Trust

6 The liability of the Members of the Trust is limited

7 Every Member of the Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Trust's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the Trust's debts and liabilities before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

8 If the Trust is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Trust,

but shall be given or transferred to the Principal Sponsor or to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Trust by Clause 4 above, chosen by the Members of the Trust at or before the time of dissolution and if that cannot be done then to some other charitable object

- 9 No alteration or addition shall be made to or in the provisions of the Memorandum or Articles of Association which would have the effect (a) that the Trust would cease to be a company to which Section 30 of the Companies Act 1985 applies, (b) which is inconsistent with the provisions of Section 64 of the Charities Act 1993, or (c) that the Trust would cease to be a charity

**WE, the persons whose names and addresses are written below wish to be formed into a company under this memorandum of association.**

Signatures, Names and Addresses of Subscribers

Name The Church Schools Company

Address Church Schools House  
Titchmarsh  
Kettering  
Northamptonshire  
NN14 3DA

Signature Ewan Harper, Chief Executive Officer

Authorised representative  
of Church Schools Company

Dated 10 May 2002

Witness to the above Signature

Name S Harding

Address 1 The Barns  
Duchess End  
Mears Ashby  
Northants  
NN6 0EB

COMPANY NUMBER 04439859

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
UNITED LEARNING TRUST  
INCORPORATED ON 15 MAY 2002  
AMENDED BY A WRITTEN RESOLUTION  
DATED 2 SEPTEMBER 2004



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COMPANIES HOUSE

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0460  
07/09/04

10/ 3/04 +54

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
UNITED LEARNING TRUST

INTERPRETATION

1 In these Articles -

- “the Academy Governors” means the Governors appointed pursuant to article 37,
- “the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,
- “the Trust” means the company intended to be regulated by these articles,
- “the articles” mean these Articles of Association of the Trust,
- “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,
- “executed” includes any mode of execution,
- “the memorandum” means the memorandum of association of the Trust,
- “office” means the registered office of the Trust,
- “the Governors” means the directors of the Trust (and “Governor” has a corresponding meaning),
- “the City Academies” means all those City Academies operated by the Trust as referred to in Clause 3 of the memorandum and established by the Trust,
- “head teachers” means the head teachers of each of the City Academies (and “head teacher” has a corresponding meaning),
- “the LEAs” means all the Local Education Authorities covering the areas in which the City Academies operate (and “the LEA” shall mean any one of the LEAs),



“the Local Governing Bodies”	means the committees appointed pursuant to article 78 (and “Local Governing Body” has a corresponding meaning),
“Member”	means a member of the Trust and someone who as such is bound by the undertaking contained in Clause 7 of the memorandum (and “Members” has a corresponding meaning),
“the Parent Governor”	means the Governor elected pursuant to article 36,
“Principal Sponsor”	means the Church Schools Company, a registered charity number 1016538, a subscriber to the memorandum and articles,
“the Relevant Funding Agreements”	means the funding agreements entered into by the Trust and the Secretary of State relating to each of the City Academies,
“the seal”	means the common seal of the Trust if it has one,
“secretary”	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,
“Secretary of State”	means the Secretary of State for Education and Skills,
“teacher”	means a teacher employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at the City Academy to which the Article refers,
“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

- 1) The Trust is established for the objects expressed in the Memorandum of Association

## MEMBERS

- 2) The Members of the Trust shall comprise
  - (a) The Principal Sponsor, and
  - (b) One person appointed by the Secretary of State
- 3) The Secretary of State shall have the right from time to time by written notice delivered to the Trust’s registered 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

- 4) 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
- 5) A Member may in his absolute discretion permit the other Member to resign. A Member shall cease to be one immediately on the receipt by the Trust of a notice in writing signed by the person entitled to remove him under article 3 provided that no such notice shall take effect when the number of Members is one unless it contains or is accompanied by the appointment of a replacement Member

#### GENERAL MEETINGS

- 6) 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 Governors shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 7) The Governors may call general meetings on the requisition of Members pursuant to the provisions of the Act, and 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 Governors to call a general meeting, any Governor or any Member of the Trust may call a general meeting

#### NOTICE OF GENERAL MEETINGS

- 8) An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Governor shall be called by at least twenty-one clear days' notice. All other extraordinary 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
  - a) in the case of an annual general meeting, by all the Members entitled to attend and vote, and
  - b) in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 95 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 Governors and auditors

- 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 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 their proxy, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
- 11) If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Governors may determine.
- 12) The chairman, if any, of the Governors or in his absence some other Governor nominated by the Governors shall preside as chairman of the meeting, but if neither the chairman nor such other Governor (if any) be present within fifteen minutes after the time appointed for the holding the meeting and willing to act the Governors present shall elect one of their number to be chairman and, if there is only one Governor present and willing to act, he shall be the chairman.
- 13) If no Governor is willing to act as chairman, or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
- 14) A Governor 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 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.
- 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 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.
- 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) 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.
- 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.
- 22) A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present 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

- 23) On a show of hands every Member present in person, and on a poll every Member present in person or by proxy, shall have the following number of votes:
  - The Principal Sponsor 3 votes
  - The person appointed by the Secretary of State 1 vote
- 24) 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 Governors 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.
- 25) 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.

- 26) 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 Governors 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 \_\_\_\_\_ 200[ ], and at any adjournment thereof

Signed on \_\_\_\_\_ 200[ ]"

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

"I/We, \_\_\_\_\_, of \_\_\_\_\_, being a Member/Members of the above-named 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 \_\_\_\_\_ 200[ ], 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 \_\_\_\_\_ 200[ ]"

- 28) 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 Governors may -

- a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll,
- c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Governor,

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

- 29) 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
- 30) Any organisation which is a member of the Trust may by resolution of its board of governors 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 represents as that corporation could exercise if it were an individual Member of the Trust

## GOVERNORS

- 31) The number of Governors shall be not less than three and no more than nineteen (excluding any Additional Governors that may be appointed under Article 40)
- 32) Subject to article 34 the Trust shall have the following Governors
  - a) up to ten Sponsor Governors appointed under article 35;
  - b) one Parent Governor,
  - c) up to eight Academy Governors appointed under article 37,
  - d) up to ten Additional Governors appointed under article 40,
- 33) The first Governors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under article 35 and shall be deemed to be Sponsor Governors. Future Sponsor Governors shall be appointed under article 35
- 34) Future Governors required by article 32 shall be appointed under these articles Where it is not possible for such a Governor to be appointed due to the fact that a particular City Academy is not yet established then the relevant article or part thereof shall not apply

## APPOINTMENT AND ELECTION OF GOVERNORS

- 35) The Principal Sponsor may appoint up to ten Sponsor Governors
- 36) The Parent Governor shall be elected by the parent members of the Local Governing Bodies (who shall, themselves, have been elected in accordance with terms of reference determined by the Governors from time to time) from amongst their number

## ACADEMY GOVERNORS

- 37) The chairman of each Local Governing Body, for as long as he remains in office as such, shall be an Academy Governor ex officio provided that such number shall not exceed eight but may be removed from office as an Academy Governor by the

Governors at any time In the event that an Academy Governor is so removed, the Governors shall invite the Local Governing Body to nominate a substitute

#### APPOINTMENT OF ADDITIONAL GOVERNORS

- 38) The Secretary of State may give a warning notice to the Governing Body where—
- a) he is satisfied—
    - i) that the standards of performance of pupils at any of the City Academies are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article 40, or
    - ii) that there has been a serious breakdown in the way any of the City Academies are managed or governed which is prejudicing, or likely to prejudice, such standards of performance, or
    - iii) that the safety of pupils or staff of any of the City Academies is threatened (whether by a breakdown of discipline or otherwise), and
  - b) the Secretary of State has previously informed the Governors 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
- 39) For the purposes of article 38, a 'warning notice' is a notice in writing by the Secretary of State setting out—
- a) the matters referred to in Article 38(a),
  - b) the action which he requires the Governors to take in order to remedy those matters, and
  - c) the period within which that action is to be taken by the Governors ('the compliance period').
- 40) The Secretary of State may appoint up to ten Additional Governors as he thinks fit if the Secretary of State has
- a) given the Governors a warning notice in accordance with articles 38 and 39, and
  - b) the Governors have failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period, and
  - c) the Secretary of State has given reasonable notice in writing to the Governors that he proposes to exercise his powers under this article

#### TERM OF OFFICE

- 41) The term of office for any Governor shall be four years except in the case of the Parent Governor who, in the first four years only following the adoption of these

Articles, shall hold office for one year only Subject to remaining eligible to be a Governor, and to Articles 45 to 55 below, any Governor may be re-appointed or re-elected for two further consecutive periods of four years after which any Governor shall not be re-appointed or re-elected unless and until one full year has elapsed, save that if any Governor's term of office expires after he has attained the age of 75, that Governor shall only be entitled to be re-appointed or re-elected annually (without limitation) for further terms of one year

#### RESIGNATION AND REMOVAL

- 42) A Governor shall cease to hold office if he resigns his office by notice to the Trust (but only if at least three Governors will remain in office when the notice of resignation is to take effect)
- 43) A Governor shall cease to hold office if he is removed by the person or persons who appointed him This article does not apply in respect of the Parent Governor
- 44) Where a Governor resigns his office, the Governor or, where he is removed from office, those removing him, shall give written notice thereof to the secretary

#### DISQUALIFICATION OF GOVERNORS

- 45) No person shall be qualified to be a Governor unless he is aged 18 or over at the date of his appointment No current pupil of any of the City Academies shall be a Governor
- 46) A Governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs
- 47) A Governor shall cease to hold office if he is absent without the permission of the Governors from all their meetings held within a period of twelve months and the Governors resolve that his office be vacated
- 48) A person shall be disqualified from holding or continuing to hold office as a Governor if—
  - a) 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, or
  - b) 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
- 49) A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he is subject to a disqualification order 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)
- 50) A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Act or is disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)



- 51) A person shall be disqualified from holding or continuing to hold office as a Governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners 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
- 52) A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he 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,
  - b) subject to a direction of the Secretary of State under section 218 of the Education Reform Act 1988,
  - c) disqualified from working with children under sections 28 and 29 of the Criminal Justice and Court Services Act 2000,
  - d) by virtue of an Order made under section 470 or 471 of the Education Act 1996 disqualified from being the proprietor of any independent school or from being a teacher or other employee in any school
- 53) A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he refuses a request by the secretary to make an application under section 113 of the Police Act 1997 for a criminal records certificate
- 54) Where, by virtue of these articles a person becomes disqualified from holding, or continuing to hold office as a Governor, and he is, or is proposed, to become such a Governor, he shall upon becoming so disqualified give written notice of that fact to the clerk
- 55) Articles 45 to 54 also apply to any member of any committee of the Governors who is not a Governor

#### ALTERNATE GOVERNORS

- 56) Subject to Article 57, Academy Governors only shall have the power at any time to appoint as an alternate Governor either (i) the vice-chairman of the respective Local Governing Body or (ii) any other person approved by the respective Local Governing Body in consultation with the Governors and, at any time, to terminate such appointment in consultation with the Governors. Every appointment and removal of an alternate Governor shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Governors agree otherwise) only take effect upon receipt of such written appointment or removal at the office. An Academy Governor appointing an alternate shall remain liable for the actions of his alternate when acting (or purporting to act) as such alternate. An alternate Governor shall not be counted in reckoning the maximum and minimum number of Governors allowed or required by these Articles
- 57) An Academy Governor who is appointed as chairman or vice-chairman of the Governors under Article 62 shall not be entitled to appoint an alternate Governor

- 58) An alternate Governor shall (subject to his giving to the Trust an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Governors and or any sub-committee or local committee of the Governors of which his appointor is a member and to attend and vote as a Governor at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as Governor of his appointor, and to receive notice of all General Meetings
- 59) The appointment of an alternate Governor shall automatically determine on the happening of any event which if he were a Governor would cause him to vacate such office or if his appointor shall cease for any reason to be a Governor otherwise than by retiring and being re-appointed at the same meeting
- 60) A Governor or any other person may act as alternate Governor to represent more than one Academy Governor and an alternate Governor shall be entitled at meetings of the Governors or any committee of the Governors to one vote for every Academy Governor whom he represents in addition to his own vote (if any) as a Governor, but shall count as only one for the purpose of determining whether a quorum be present

#### SECRETARY TO THE GOVERNORS

- 61) Subject to the provisions of the Act, the secretary shall be appointed by the Governors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be appointed by them. The secretary shall not be a Governor or a head teacher. Notwithstanding this article, the Governors may, where the secretary fails to attend a meeting of theirs, appoint any one of their number to act as secretary for the purposes of that meeting

#### CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNORS

- 62) In each school year, at the first meeting of the Governors in that year, the Sponsor Governors shall appoint a chairman and a vice-chairman from among the Governors. A Governor who is employed to work at any of the City Academies or by the Trust shall not be eligible for appointment as chairman or vice-chairman
- 63) The chairman or vice-chairman shall hold office as such until his successor has been appointed in accordance with article 62
- 64) The chairman or vice-chairman may at any time resign his office by giving notice in writing to the secretary. The chairman or vice-chairman shall cease to hold office if—
  - i) he ceases to be a Governor,
  - ii) he is employed to work at any of the City Academies,
  - iii) he is removed from office in accordance with these articles, or
  - iv) in the case of the vice-chairman, he is appointed in accordance with these articles to fill a vacancy in the office of chairman
- 65) Where by reason of any of the matters referred to in article 5, a vacancy arises in the office of chairman or vice-chairman, the Sponsor Governors shall at their next meeting appoint a Governor to fill that vacancy

- 66) 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
- 67) Where in the circumstances referred to in article 66 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Sponsor Governors shall appoint a Governor to act as a chairman for the purposes of that meeting, provided that the Governor appointed shall not be a person who is employed to work at any of the City Academies or the Trust.
- 68) The secretary to the Governors shall act as chairman during that part of any meeting at which the chairman is appointed
- 69) The Sponsor Governors 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 Governors shall not have effect unless—
    - i) it is confirmed by a resolution passed at a second meeting of the Governors held not less than fourteen days after the first meeting ('the second meeting'), and
    - ii) 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 Sponsor Governors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Sponsor Governor or Sponsor Governors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response

## POWERS OF GOVERNORS

- 70) 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 Governors 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 Governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Governors by the articles and a meeting of Governors at which a quorum is present may exercise all the powers exercisable by the Governors
- 71) In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Governors shall have the following powers, namely
  - (a) to expend the funds of the 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,

- (b) to enter into contracts on behalf of the Trust
- 72) The Governors shall appoint a chief executive officer to whom the head teachers shall report
- 73) The Governors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the City Academies and shall consider any advice given by the head teachers either directly or via the chief executive officer and by the chief executive officer
- 74) Any bank account in which any part of the assets of the Trust is deposited shall be operated by the Governors and shall indicate the name of the Trust All cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the Governors in respect of their activities as Governors

#### GOVERNORS' EXPENSES

- 75) The Governors may at the discretion of the Governors be paid all reasonable and proper out of pocket travelling, hotel and other expenses, excluding foreign travel (unless specifically authorised by the Governors for the proper conduct of the operation of the Trust), properly incurred by them in connection with their attendance at meetings of Governors or committees of Governors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration
- 76) Except to the extent permitted by clause 5 of the memorandum and subject to articles 102 to 104, no Governor shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a Governor in any contract to which the Trust is a party

#### THE MINUTES

- 77) The minutes of the proceedings of a meeting of the Governors shall be drawn up and entered into a book kept for the purpose by the person acting as secretary for the purposes of the meeting, and shall be signed (subject to the approval of the Governors) at the same or next subsequent meeting by the person acting as chairman thereof The minutes shall include
  - a) all appointments of officers made by the Governors, and
  - b) of all proceedings at meetings of the Trust and of the Governors and of committees of Governors including the names of the Governors present at each such meeting

#### LOCAL GOVERNING BODIES

- 78) The Governors shall appoint separate committees to be known as the Local Governing Bodies for each of the City Academies which shall comprise in the case of each City Academy a maximum of 15 individuals to include
  - a) the head teacher,
  - b) one elected parent member,
  - c) one elected non-teaching staff member,
  - d) one elected teacher member,

- e) one person appointed by the appropriate LEA, and
  - f) such other members as the Governors decide
- 79) Each Local Governing Body shall have a chairman and a vice chairman. The first chairman and vice chairman of each Local Governing Body shall be appointed by the Governors and shall serve in such capacities until the third anniversary of the date on which the City Academy to be served by that Local Governing Body shall have opened. Thereafter the chairman and vice chairman shall be elected in consultation with the Governors annually by the relevant Local Governing Body from amongst its members for a term of one year. The head teacher, the teacher member and the non-teaching staff member shall not be eligible to serve as chairman or vice chairman of a Local Governing Body. The chairman of the Local Governing Body will, subject to the limit on the number of Academy Governors contained in Article 37, be an Academy Governor ex officio under Article 37.

#### DELEGATION

- 80) Subject to these articles the Governors may delegate any of their powers or functions to any committee including the Local Governing Bodies. They may also delegate to the head teachers 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 Governors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 81) Where any function of the Governors has been delegated to or is otherwise exercisable by a Governor (including the chairman or vice-chairman), the head teachers, or a committee established by them including the Local Governing Bodies, any member, head teacher or committee to whom a function of the Governors has been delegated or who has otherwise exercised a function of the Governors shall report to the Governors in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the Governors immediately following the taking of the action or the making of the decision.
- 82) The Governors may establish any committee, including the Local Governing Bodies, to exercise, subject to these articles, powers and functions of the Governors. The constitution, membership and proceedings of any committee of the Governors shall be determined by the Governors. The establishment, terms of reference, constitution and membership of any committee of the Governors shall be reviewed at least once in every four years. The membership of any committee of the Governors may include persons who are not Governors. The Governors may determine that some or all of the members of a committee who are not Governors shall be entitled to vote in any proceedings of the committee.

#### HEAD TEACHER

- 83) The Governors shall appoint a head teacher for each of the City Academies. Subject to these articles, each head teacher shall be responsible for the internal organisation, management and control of his or her respective City Academy, the implementation of all policies approved of by the Governors and for the direction of the teaching and curriculum. For these purposes the Governors shall delegate those powers and functions required by the head teacher.

#### MEETINGS OF THE GOVERNORS

- 84) Subject to these articles, the Governors may regulate their proceedings as they think fit
- 85) The Governors shall hold at least one meeting in every school term. Meetings of the Governors shall be convened by the secretary. In exercising his functions under this article the secretary shall comply with any direction—
- i) given by the Governors, or
  - ii) given by the chairman of the Governors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Governors, so far as such direction is not inconsistent with any direction given as mentioned in article 85(i)
- 86) Any three Governors may, by notice in writing given to the secretary, requisition a meeting of the Governors, and it shall be the duty of the secretary to convene such a meeting as soon as is reasonably practicable
- 87) Each Governor shall be given at least fourteen clear days before the date of a meeting—
- (a) notice in writing thereof, signed by the secretary, and sent to each Governor at the address provided by each Governor from time to time; and
  - (b) a copy of the agenda for the meeting
- provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda therefore are given within such shorter period as he directs
- 88) 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
- 89) A resolution to rescind or vary a resolution carried at a previous meeting of the Governors shall not be proposed at a meeting of the Governors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting
- 90) A meeting of the Governors shall be terminated forthwith if—
- i) the Governors so resolve, or
  - ii) the number of Governors present ceases to constitute a quorum for a meeting of the Governors in accordance with article 93, subject to article 95
- 91) Where in accordance with article 90 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary as soon as is

reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated

- 92) Where the Governors resolve in accordance with article 90 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the secretary to convene a meeting accordingly
- 93) Subject to Article 95 the quorum for a meeting of the Governors shall be any three Governors, or, where greater, any one third (rounded up to a whole number) of the total number of Governors holding office at the date of the meeting), provided that such quorum shall include a majority of Sponsor Governors unless Additional Governors have been appointed by the Secretary of State
- 94) The Governors may act notwithstanding any vacancies in their number, but, if the numbers of Governors is less than the number fixed as the quorum, the continuing Governors may act only for the purpose of filling vacancies or of calling a General Meeting
- 95) The quorum for the purposes of any vote on the removal of the chairman of the Governors in accordance with article 69 shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Governors entitled to vote on that matter
- 96) Subject to these articles, every question to be decided at a meeting of the Governors shall be determined by a majority of the votes of the Governors present and voting on the question Every Governor shall have one vote
- 97) Subject to articles 93 to 95, 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
- 98) The proceedings of the Governors shall not be invalidated by—
  - i) any vacancy among their number, or
  - ii) any defect in the election, appointment or nomination of any Governor
- 99) A resolution in writing, signed by all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors, shall be valid and effective as if it had been passed at a meeting of Governors (or as the case may be) a committee of Governors duly convened and held Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors
- 100) Subject to article 101, the Governors shall ensure that a copy of—
  - i) the agenda for every meeting of the Governors,
  - ii) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting,
  - iii) the signed minutes of every such meeting, and
  - iv) any report, document or other paper considered at any such meeting,

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

- 101) There may be excluded from any item required to be made available in pursuance of article 100, any material relating to—
- i) a named teacher or other person employed, or proposed to be employed, at any City Academy,
  - ii) a named pupil at, or candidate for admission to, any City Academy, and
  - iii) any matter which, by reason of its nature, the Governors are satisfied should remain confidential
- 102) The Trust shall not enter into any contract or arrangement where a member of the Governors has a duty or pecuniary interest (direct or indirect), which conflicts or may conflict with it unless provided for elsewhere in the memorandum or articles. Any Governor who has any such duty or pecuniary interest shall disclose that fact to the Governors as soon as he becomes aware of it
- 103) Without limitation to the generality of article 102, a Governor shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Trust if
- a) he is a director or a member holding more than 1/100<sup>th</sup> 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 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 a partner of his, 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
- 104) For the purposes of articles 102 and 103, an interest of a person who is, within the meaning of section 346 of the Act, connected with a Governor shall be treated as an interest of the Governor. This shall include
- a) that Governor's spouse, former spouse, child or stepchild, or
  - b) a body corporate with which the Governor is associated (i.e. if that Governor 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 capacity as trustee of any trust the beneficiaries of which include
    - i) the Governor, his spouse, former spouse or any children or stepchildren of his, or



- ii) a body corporate with which he is associated, or
  
- d) a person acting in his capacity as a partner of that Governor or of any person who, by virtue of paragraphs (a), (b) or (c) above, is connected with that Governor

#### PATRONS AND HONORARY OFFICERS

- 105) The Governors 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 is to hold such office

#### THE SEAL

- 106) The seal shall only be used by the authority of the Governors or of a committee of governors authorised by the Governors. The Governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Governor and by the clerk or by a second Governor

#### ACCOUNTS

- 107) Accounts shall be prepared in accordance to the provisions of Part VII of the Act

#### ANNUAL REPORT

- 108) The Governors 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 Commissioners

#### ANNUAL RETURN

- 109) The Governors 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 Commissioners

#### NOTICES

- 110) Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Governors need not be in writing
  
- 111) 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 registered address or by leaving it at that address. 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 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
  
- 112) 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
  
- 113) Proof that an envelope containing a notice was properly addressed, prepaid and posted 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

## INDEMNITY

- 114) Subject to the provisions of the Act every Governor or other officer or Governor 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 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

- 115) The Governors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the 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 Governors and committees of the Governors and meetings of the Governors 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
- 116) The Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Governors shall adopt such means as they think sufficient to bring to the notice of Members of the 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**

**Name:** The Church Schools Company

**Address** Church Schools House  
Titchmarsh  
Kettering  
Northamptonshire  
NN14 3DA

**Signature** Ewan Harper, Chief Executive Officer

Authorised representative  
of Church Schools Company

Dated 10 May 2002

Witness to the above Signature

**Name** S Harding

**Address** 1 The Barns  
Duchess End  
Mears Ashby  
Northants  
NN6 0EB