

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE MERCHANT TAYLORS' OXFORDSHIRE ACADEMY TRUST LTD

COMPANY NUMBER: 7727786

ADOPTED BY A SPECIAL RESOLUTION PASSED ON 30 AUGUST 2022

CONTENTS

Interpretation	3
Company name and registered office	7
Objects	7
Powers of the company	8
Use of income and property.....	10
Directors benefitting from indemnity arrangements.....	11
Directors' reasonable expenses and restrictions on benefits and payments	12
Liability of company directors	14
Arrangements for company property on closure of company	15
Restrictions on alterations to articles to protect charitable company status.....	15
Members	15
Rights to remove members.....	16
Disqualification and termination of membership.....	16
Appointing and removing members	17
Members and the charitable objects	18
Consent to become a member	18
Member resignation.....	18
General meetings	19
Annual general meeting.....	19
Arrangements for general meetings.....	19
Notice of general meetings	19
Proceedings at general meetings	20
Votes of members	22
Voting by proxy.....	22
Directors.....	24
Appointment of directors.....	25
Parent directors	25
Election of parent directors and parent local governors	25
Chief executive officer	27
Co-opted directors.....	27
Term of office	27
Resignation and removal.....	27
Disqualification of directors.....	28
Disqualification of those on committees including local governing bodies.....	30
Governance professional to the directors	30
Chair and vice-chair of the directors	30
Powers of directors.....	31

Conflicts of interest.....	32
The minutes	33
Committees	33
Delegation	34
Appointing and delegating to chief executive officer, principals and staff.....	35
Meetings of the directors	36
Proceedings at director meetings	36
Quorum for director meetings	38
Voting at director meetings.....	38
Making the minutes of director meetings available	39
Participation at meetings	39
Patrons and honorary officers.....	40
The seal	40
Accounts	40
Annual report.....	40
Confirmation statement	41
Notices	41
Indemnity.....	42
Rules.....	42
Avoiding influenced company status.....	43

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE MERCHANT TAYLORS' OXFORDSHIRE ACADEMY TRUST LTD

INTERPRETATION

1. In these Articles:

- a. "the Academies" means all the schools referred to in Article 4a and operated by the Company (and "Academy" shall mean any one of those schools);
- b. "Academy Financial Year" means the academic year from 1st of September to 31st of August of the following year;
- c. "the Articles" means these Articles of Association of the Company;
- d. "Baker Dearing Educational Trust" means the charitable company limited by guarantee, registered charity 1138894, registered company number 07390138;
- e. "Aylesbury UTC" formerly "Buckinghamshire UTC" means a UTC whose primary address is Oxford Road, Aylesbury, Buckinghamshire, HP21 8PB;
- f. "Chair" means the Chair of the Directors, save that for the purposes of Articles 23-44 chair means the individual appointed as chair of a General Meeting pursuant to Article 25;
- g. "Chief Executive Officer" means such person as may be appointed by the Directors as the Chief Executive Officer of the Company;
- h. "the Church of England Academies" means all the Academies for which the Predecessor School was designated as a Church of England school and which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and in having regard to any advice and following any directives issued by the Diocesan Board of Education (and "Church of England Academy" shall mean any one

of those schools);

- i. “clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;
- j. “the Company” means, save as otherwise defined at Article 6.9, the company intended to be regulated by these Articles and referred to in Article 2;
- k. “Co-opted Director” has the meaning contained in Article 58;
- l. “Diocese” means the Church of England diocese in which the Academies are situated, and in these Articles refers to the Diocese of Oxford;
- m. “Diocesan Board of Education” means that body constituted under the Diocesan Boards of Education Measure 1991 for the Diocese and any successor body;
- n. “Diocesan Director of Education” means the chief officer of the Diocesan Board of Education;
- o. “the Directors” means, save as otherwise defined at Article 6.9, the directors of the Company (and “Director” means any one of those directors);
- p. “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
- q. “Employer Sponsor(s)” means employers related to the industry or industries that the UTCs specialise in as may be determined from time to time by the Directors;
- r. “financial expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- s. “Governance Professional” means the governance professional to the Directors of the Company or any other person appointed to perform the duties of the governance professional to the Directors of the Company, including a joint, assistant or deputy governance professional;
- t. “Land Trustees” means those trustees holding the site of any of the Academies and providing it to the Company for use and occupation by the relevant Academy;

- u. “the LAs” means all the local authorities covering the areas in which the Academies are situated (and “the LA” shall mean any one of these local authorities);
- v. “Local Authority Associated Persons” means any person associated (within the meaning given in section 69(5) of the Local Government and Housing Act 1989) with any local authority by which the Company is influenced;
- w. “Local Governing Bodies” means the committees appointed pursuant to Articles 100-104 (and “Local Governing Body” means any one of these committees);
- x. “Member” means a member of the Company and someone who as such is bound by the undertaking contained in Article 8;
- y. “the Memorandum” means the Memorandum of Association of the Company;
- z. “Office” means the registered office of the Company;
- aa. “Parent” includes any person with parental responsibility or care for a student, student or child;
- bb. “Parent Local Governor” means the parent member of a Local Governing Body elected or appointed in accordance with Articles 53-56;
- cc. “Parent Directors” means the Directors elected or appointed pursuant to Articles 53 - 56 inclusive;
- dd. “Predecessor School” means, where relevant, the predecessor school to an Academy;
- ee. “Principals” means the head teachers of the Academies (and “Principal” means any one of these head teachers);
- ff. “Principal Regulator” means the body or person appointed as the Principal Regulator under the Charities Act 2011;
- gg. “Relevant Funding Agreement” means the agreement or agreements entered into by the Company and the Secretary of State under section 1 of the Academies Act 2010 for the establishment of each Academy, including any variation or supplemental agreements thereof;
- hh. “Reserved Teacher” has the same meaning given to the term “reserved teacher” in section 58(2) of the School Standards and Framework Act 1998

- namely a teacher who is (i) selected for their fitness and competence to give religious education as is required in accordance with arrangements under paragraph 3(3) of Schedule 19 to that Act (arrangements for religious education in accordance with the Objects and the school's trust deed); and (ii) is specifically appointed to do so;
- ii. "Scheme of Delegation" means an instrument of the Directors consistent with the Objects delegating such powers and functions of the Directors as they consider to be desirable to delegate to any Local Governing Body;
 - jj. "the seal" means the common seal of the Company if it has one;
 - kk. "Secretary of State" means the Secretary of State for Education or successor;
 - ll. "Serious Criminal Offence" means any criminal offence excluding those which have been spent under the Rehabilitation of Offenders Act 1974 and excluding any offence for which the maximum sentence is a fine or a lesser sentence, except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011;
 - mm. "teacher" means a person employed under a contract of employment or a contract for services or otherwise engaged to provide their services as a teacher at one or more Academies;
 - nn. "Vice-Chair" means the Vice-Chair of the Directors;
 - oo. "the United Kingdom" means Great Britain and Northern Ireland;
 - pp. "University Sponsor(s)" means any university sponsor of a UTC (including in respect of Aylesbury, UTC, Buckinghamshire New University) or any successor entity discharging the same function in respect of a UTC;
 - qq. "University Technical Colleges" or "UTCs" mean schools providing a technical education in the age range 14 to 19 with an emphasis on a particular industry or scientific sector which the Academy Trust is operating under licence from Baker Dearing Educational Trust (and "UTC" means any one of these schools);
 - rr. words importing the singular number shall include the plural number, and vice versa;
 - ss. subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in

the Companies Act 2006, as appropriate;

- tt. words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;
- uu. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto;
- vv. any reference to a document being 'signed' includes being executed under hand or seal or by any other method, and in the case of communication in electronic form, such references are to its being authenticated as specified by the Companies Act 2006;
- ww. any reference to communication or documents being 'in writing' or 'written' includes communications or documents which are in electronic form.

COMPANY NAME AND REGISTERED OFFICE

- 2. The Company's name is The Merchant Taylors' Oxfordshire Academy Trust Ltd (and in this document it is called "**the Company**").
- 3. The Company's registered office is to be situated in England and Wales.

OBJECTS

- 4. The Company's objects ("**the Objects**") are specifically restricted to the following:
 - a. to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing schools ("**the Academies**") offering a broad and balanced curriculum; and which shall include:
 - (i) Academies other than those designated Church of England, whether with or without a designated religious character; and
 - (ii) Church of England academies designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and in

having regard to any advice and following any directives issued by the Diocesan Board of Education,

but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England.

- b. to promote for the benefit of the inhabitants of Wallingford and the surrounding area the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

POWERS OF THE COMPANY

- 5. In furtherance of the Objects but not further or otherwise the Company 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 Company;
 - b. to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - c. (subject to such further consents as may be required by law or as may be required from the Land Trustees as landlords/licensors where this is the case) to acquire, alter, improve and charge or otherwise dispose of property;
 - d. subject to Article 6.6-6.8A below to employ such staff, as are necessary for the proper pursuit of the Objects (including the maintenance of an effective Church of England ethos in relation to Church of England Academies) and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
 - e. to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects;

- f. to co-operate with other charities, other independent and maintained schools, academies, institutions within the further education sector, 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 Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- h. to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Directors;
- i. to offer scholarships, exhibitions, prizes and awards to students, and former students, and otherwise to encourage and assist students, and former students;
- 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 and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefitting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of students in academies;
- l. subject to such consents as may be required from any Land Trustees or otherwise required by law and/or by any contract entered into by or on behalf of the Company, to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Company may think fit;
- m. to deposit or invest any funds of the Company not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Directors consider necessary and having regard to the suitability of investments and the need for diversification);
- n. to delegate the management of investments to a financial expert, but only on terms that:
 - (i) the investment policy is set down in writing for the financial expert by the Directors;
 - (ii) every transaction is reported promptly to the Directors;

- (iii) the performance of the investments is reviewed regularly with the Directors;
 - (iv) the Directors are entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
 - (vii) the financial expert must not do anything outside the powers of the Directors;
- o. to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the Directors or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- p. to provide indemnity insurance to Directors and the members of any Local Governing Body (to the extent necessary) in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;
- q. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company;
- r. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

USE OF INCOME AND PROPERTY

- 6.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.
- 6.2 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Company. Nonetheless a Member of the Company who is not also a Director may:

- a. benefit as a beneficiary of the Company;
- b. be paid reasonable and proper remuneration for any goods or services supplied to the Company;
- c. be paid rent for premises let by the Member of the Company if the amount of the rent and other terms of the letting are reasonable and proper; and
- d. be paid interest on money lent to the Company at a reasonable and proper rate, such rate not to exceed 2% per annum below the base lending rate of a UK clearing bank selected by the Directors, or 0.5%, whichever is the higher.

6.2A. The Directors may only rely upon the authority provided by Article 6.2 to allow a benefit to a Member if each of the following conditions is satisfied:

- a. the remuneration or other sums paid to the Member do not exceed an amount that is reasonable in all the circumstances;
- b. the Directors are satisfied that it is in the interests of the Company to contract with that Member rather than with someone who is not a Member. In reaching that decision the Directors must balance the advantage of contracting with a Member against the disadvantages of doing so; and
- c. the reason for their decision is recorded by the Directors in the minute book.

DIRECTORS BENEFITTING FROM INDEMNITY ARRANGEMENTS

6.3 A Director may benefit from any indemnity insurance purchased at the Company's expense to cover the liability of the Directors 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 Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Company.

Further, this Article does not authorise a Director to benefit from any indemnity insurance that would be rendered void by any provision of the Companies Act

2006, the Charities Act 2011 or any other provision of law.

- 6.4 A company, which has shares listed on a recognised stock exchange and of which any one Director holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Company.

DIRECTORS' REASONABLE EXPENSES AND RESTRICTIONS ON BENEFITS AND PAYMENTS

- 6.5 A Director may at the discretion of the Directors be reimbursed from the property of the Company for reasonable expenses properly incurred by them when acting on behalf of the Company, but excluding expenses in connection with foreign travel.
- 6.6 Subject to Articles 6.7 to 6.9 inclusive no Director may:
- a. buy any goods or services from the Company;
 - b. sell goods, services, or any interest in land to the Company;
 - c. be employed by, or receive any remuneration from the Company (other than the Chief Executive Officer whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8 and 6.8A);
 - d. receive any other financial benefit from the Company, unless:
 - (i) the payment is permitted by Article 6.7 and the Directors follow the procedure and observe the conditions set out in Article 6.8; or
 - (ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.
- 6.7 Subject to Article 6.8, a Director may:
- a. receive a benefit from the Company in the capacity of a beneficiary of the Company;
 - b. be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Director;
 - c. receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors, or 0.5%, whichever is the higher; and
 - d. receive rent for premises let by the Director to the Company if the amount

of the rent and the other terms of the lease are reasonable and proper.

- 6.8 The Company and its Directors may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:
- a. the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
 - b. the Director is absent from the part of any meeting at which there is discussion of:
 - i) their employment, remuneration, or any matter concerning the contract, payment or benefit; or
 - ii) his or her performance in the employment, or his or her performance of the contract; or
 - iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him that would be permitted under Article 6.7; or
 - iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7;
 - c. the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;
 - d. save in relation to employing or contracting with the Chief Executive Officer (a Director pursuant to Article 57) the other Directors are satisfied that it is in the interests of the Company to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest);
 - e. the reason for their decision is recorded by the Directors in the minute book; and
 - f. a majority of the Directors then in office have received no such payments or benefit.

6.8A. The provision in Article 6.6 (c) that no Director may be employed by or receive

any remuneration from the Company (other than the Chief Executive Officer) does not apply to an employee of the Company who is subsequently elected or appointed as a Director save that this Article shall only allow such a Director to receive remuneration or benefit from the Company in his capacity as an employee of the Company and provided that the procedure as set out in Articles 6.8(b)(i), (ii) and 6.8 (c) is followed.

6.9 In Articles 6.2 - 6.9:

- a. "company" shall include any company in which the Company:
 - holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the board of the company;
- b. "Director" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner;
- c. the employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
 - (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director;
 - (v) a member; or
 - (vi) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

LIABILITY OF COMPANY DIRECTORS

7. The liability of the Members of the Company is limited.
8. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while they are a Member or within one year after he or she ceases to be a

Member, for payment of the Company'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.

ARRANGEMENTS FOR COMPANY PROPERTY ON CLOSURE OF COMPANY

9. If the Company is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 6 above, chosen by the Members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.
10. No alteration or addition shall be made to or in the provisions of the Articles without prior consultation with the Diocesan Board of Education.
- 10A. No alteration or addition shall be made to or in the provisions of the Articles that might weaken the maintenance of an effective Church of England character and ethos in relation to any of the Church of England Academies without the written consent of the Diocesan Board of Education.

RESTRICTIONS ON ALTERATIONS TO ARTICLES TO PROTECT CHARITABLE COMPANY STATUS

11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Company would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Company would cease to be a charity.

MEMBERS

12. The Members of the Company shall comprise
 - a. the signatories to the Memorandum until such time as they cease to be a Member;
 - b. the Diocesan Board of Education acting corporately by hand of its Director;
 - c. the Merchant Taylors' Company of Merchant Taylors' Hall, 30 Threadneedle Street, EC2R 8JB acting corporately by hand of its Master and Wardens for

the time being;

d. any person appointed under any of the Articles 16, 16A or 16B;

provided there shall be at least four Members and no more than five.

12A. An employee of the Company cannot be a Member of the Company.

RIGHTS TO REMOVE MEMBERS

13. Each of the persons entitled to appoint Members in Article 12 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.

14. If any of the persons entitled to appoint Members in Article 12:

- a. in the case of an individual, die or become legally incapacitated;
- b. in the case of a corporate entity, cease to exist and are not replaced by a successor institution; or
- c. becomes insolvent or makes any arrangement or composition with their creditors generally,

their right to appoint Members under these Articles shall vest in the remaining Members.

DISQUALIFICATION AND TERMINATION OF MEMBERSHIP

15. A Member shall cease to be a Member if:

- a. that Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering their own affairs;
- b. that Member has been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced, or if they are the subject of a bankruptcy restrictions order or an interim order;
- c. that Member is a corporate entity and:
 - i. ceases to exist;

- ii. a resolution or order is made for the Member to be wound up or to enter into administration;
 - iii. enters into any arrangement or composition with its creditors; or
 - iv. becomes insolvent;
- d. that Member has been convicted of a Serious Criminal Offence;
- e. that Member has not provided to the Chair a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or if such a certificate discloses information which the Chair considers would make that Member unsuitable for their role. If a dispute arises as to whether the Member should be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final;
- f. that Member refuses to consent to any checks required by the Secretary of State under the provisions of a Relevant Funding Agreement or otherwise;
- g. that Member is found to be unsuitable to be a Member by the Secretary of State under the provisions of a Relevant Funding Agreement;
- h. that Member is employed by the Academy Trust;
- i. that Member would be disqualified from being a Director of this Academy Trust for any other reason, regardless of whether they are also a Director.

15AA. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Member; and they are, or are proposed, to become such a Member, they shall upon becoming so disqualified give written notice of that fact to the Governance Professional.

APPOINTING AND REMOVING MEMBERS

15A. The Members may agree unanimously in writing (with the exception of the Member to be removed) to remove any Member who is a signatory to the Memorandum (save that this provision shall not apply to the Diocesan Board of Education) provided that it is in the interests of the Company to remove such a Member.

16. The Members may agree unanimously in writing to appoint such additional

Members as they think fit provided that:

- a) the total number of Members does not exceed five and
- b) the number of Members appointed to represent the interests of Church of England shall not exceed 25% of the total number of Members,

and may unanimously (save that the agreement of the Member(s) to be removed shall not be required) in writing agree to remove any such additional Members.

MEMBERS AND THE CHARITABLE OBJECTS

16A. Upon the resignation or removal of any Member (including a signatory to the Memorandum) other than the Diocesan Board of Education, the Members shall appoint (by majority) a replacement Member if required to ensure that the number of Members appointed to represent the interests of Church of England shall not exceed 25% of the total number of Members.

16B. If the number of Members appointed to represent the interests of the Church of England is less than 25% of the total number of Members then the Diocesan Board of Education may appoint an additional Member provided that the total proportion of Members appointed to represent the interests of the Church of England does not exceed 25% of the total number of Members.

16C. In exercising their rights under these Articles and the Companies Act 2006, the Members shall not do anything or take any action which would cause the Company to contravene its Objects, and shall act in a way which they decide, in good faith, will be most likely to further the Objects of the Company.

CONSENT TO BECOME A MEMBER

17. 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.

MEMBER RESIGNATION

18. Any Member may resign provided that after such resignation the number of Members is not less than four. A Member shall cease to be one immediately on the receipt by the Company of a notice in writing signed by the person or persons entitled to remove them under Articles 13 or 16 provided that no such notice shall

take effect when the number of Members is less than four unless it contains or is accompanied by the appointment of a replacement Member.

GENERAL MEETINGS

ANNUAL GENERAL MEETING

19. The Company 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 Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than Annual General Meetings shall be called General Meetings.

ARRANGEMENTS FOR GENERAL MEETINGS

20. The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

21. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.

21A. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy. The notice shall be given to all the Members, to the Directors and auditors.

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

proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any meeting unless a quorum is present. A quorum is a majority of Members present in person or by proxy and entitled to vote upon the business to be transacted.
- 23A A person may attend a general meeting by telephone or by any suitable electronic means by which all those participating in the meeting are able to communicate with all other participants.
- 23B A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. A meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.
24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
25. The Members present and entitled to vote at the meeting shall elect by ordinary resolution one of their number to be the chair of the meeting, and such election shall be binding on all Members and Directors present at the meeting.
26. Not used.
27. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
28. The chair may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be

necessary to give any such notice.

29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded:
 - a. by the chair; or
 - b. by at least two Members having the right to vote at the meeting; or,
 - c. by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
30. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
31. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
32. A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
33. A poll demanded on the election of the chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
34. No notice need be given of a poll not taken immediately if the time, date and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given

specifying the time, date and place at which the poll is to be taken.

35. A resolution in writing, which includes a resolution in electronic form, agreed by such number of Members as required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members.

VOTES OF MEMBERS

36. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
37. Not used.
38. No Member shall be entitled to vote at any general meeting unless all moneys then payable by them to the Company have been paid.
39. No objections shall be raised to the qualification of any person to vote at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

VOTING BY PROXY

40. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

“I/We,, of, being a Member/Members of the above named Company, hereby appoint..... of....., or in their absence,of as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company to be held on..... 20[], and at any adjournment thereof.

Signed on20[]”

41. Where it is desired to afford Members an opportunity of instructing the proxy

how they shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

“I/We,, of, being a Member/Members of the above-named Company, hereby appoint of....., or in their absence, ... of....., as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company, to be held on 20[], and at any adjournment thereof.

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

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.

Signed on 20[]”

42. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Directors may:
- a. be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the 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, 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; or
 - c. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Governance Professional or to any Director;

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

43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the 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 given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
44. Any organisation which is a Member of the Company may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as that organisation could exercise if it were an individual Member of the Company.

DIRECTORS

45. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
46. Subject to Articles 48-49, 53 and 57, the Company shall have the following Directors:
 - a. up to 10 Directors, appointed under Article 50;
 - b. up to 4 Directors appointed by the Diocesan Board of Education under Article 50AA;
 - c. one Director appointed by the Merchant Taylors' Company under Article 50A;
 - d. the Chief Executive Officer, if appointed pursuant to Article 57; and
 - e. a minimum of 2 Parent Directors elected or appointed under Articles 53-56 in the event that no Local Governing Bodies are established under Article 100(a) or if no provision is made, or is planned, for at least 2 Parent Local Governors on each established Local Governing Body under Article 101A.
47. The Company may also have any Co-opted Director appointed under Article 58.

48. The first Directors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.
49. Future Directors shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Director to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply.

APPOINTMENT OF DIRECTORS

50. The Members may appoint by ordinary resolution up to 10 Directors.
- 50AA. The Diocesan Board of Education shall appoint no fewer than one and up to four Directors provided that the total number of Directors appointed under this Article would not thereby exceed 25% of the total number of Directors.
- 50A. The Merchant Taylors' Company of Merchant Taylors' Hall, 30 Threadneedle Street, EC2R 8JB may appoint a Director through such process as it may determine.
- 50B. The total number of Directors including the Chief Executive Officer, if they so choose to act as Director under Article 57, who are employees of the Company shall not exceed one third of the total number of Directors.

51. Not used.

52. Not used.

PARENT DIRECTORS

53. In circumstances where the Directors have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100(a) or if no provision is made for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A there shall be a minimum of 2 Parent Directors and otherwise such number as the Members shall decide who shall be appointed or elected in accordance with Articles 54 - 56.

ELECTION OF PARENT DIRECTORS AND PARENT LOCAL GOVERNORS

54. Parent Directors and Parent Local Governors shall be elected or, if the number of Parents standing for election is less than the number of vacancies, appointed

(in accordance with the terms of reference determined by the Directors from time to time). The elected or appointed Parent Directors must be a Parent of a registered student at one or more of the Academies at the time when they are elected or appointed. The elected or appointed Parent Local Governors of the Local Governing Body must be a Parent of a registered student at one or more of the Academies overseen by the Local Governing Body at the time when he is elected or appointed.

54AA. In the case of 16-19 Academies, references to 'a Parent of a registered student at one or more of the Academies' in Article 54 shall be deemed to be references to 'a Parent of a registered student at that 16-19 Academy' or, in circumstances where no Parent of a registered student at the 16-19 Academy is willing or able to act as a Parent Director or a Parent Local Governor, references to 'a Parent of a registered student at one or more of the Academies' shall be deemed to be references to 'a Parent of a child of above compulsory school age but not above the age of 19'.

54A. The number of Parent Directors and Parent Local Governors required shall be made up by Parent Directors and Parent Local Governors appointed by the Directors if the number of Parents standing for election is less than the number of vacancies.

55. The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Directors or Parent Local Governors, including term dates and any question of whether a person is a Parent of a registered student at one of the Academies. Any election of the Parent Directors or Parent Local Governors which is contested shall be held by secret ballot. For the purposes of any election of Parent Local Governors, any Parent of a registered student at the Academies overseen by the Local Governing Body shall be eligible to vote.

56. In appointing a Parent Director or Parent Local Governor the Directors shall appoint a person who is the Parent of a registered student at an Academy as described in Articles 54 and 54AA; or where the Directors are exercising their power to appoint a Parent Director or Parent Local Governor and it is not reasonably practical to appoint a Parent as described in Articles 54 and 54AA, then the Directors may appoint a person who is the Parent of a child within the age range of at least one of the Academies or, in the case of an appointment to

a Local Governing Body, the age range of at least one of the Academies overseen by that Local Governing Body.

CHIEF EXECUTIVE OFFICER

57. Providing that the Chief Executive Officer agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer as a Director.

CO-OPTED DIRECTORS

58. The Directors appointed under Article 50, 50A and 50AA acting jointly and after consulting with the Diocesan Board of Education may appoint up to 2 Co-opted Directors for such term (not exceeding four years) and otherwise upon such conditions as they shall think fit. A 'Co-opted Director' means a person who is appointed to be a Director by being Co-opted by Directors who have not themselves been so appointed. The Directors may not co-opt an employee of the Company as a Co-opted Director if thereby the number of Directors who are employees of the Company would exceed one third of the total number of Directors including the Chief Executive Officer.

59 - 63. Not used.

TERM OF OFFICE

64. The term of office for any Director (other than Co-opted Directors under Article 58) shall be 4 years, save that this time limit shall not apply to the Chief Executive Officer. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected.

RESIGNATION AND REMOVAL

65. A Director shall cease to hold office if they resign their 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).

66. A Director may be removed from office by the person or persons who appointed or elected them, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.

66A. Co-opted Directors appointed in accordance with Article 58 may be removed by resolution of the Directors provided that no Co-opted Director may vote on the

removal of another Co-opted Director.

67. Where a Director resigns their office or is removed from office, the Director or, where the Director is removed from office, those removing the Director, shall give written notice thereof to the Governance Professional.

67A. Not used.

67B. Not used.

DISQUALIFICATION OF DIRECTORS

68. No person shall be qualified to be a Director unless they are aged 18 or over at the date of their election or appointment. No current student or current student of any of the Academies shall be a Director.

69. A Director shall cease to hold office if they become incapable by reason of illness or injury of managing or administering their own affairs.

70. A Director shall cease to hold office if they are absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that their office be vacated.

71. A person shall be disqualified from holding or continuing to hold office as a Director if:

- a. they have been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced; or
- b. they are the subject of a bankruptcy restrictions order or an interim order.

72. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

73. A Director shall cease to hold office if they cease to be a Director by virtue of any provision in the Companies Act 2006 or are disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

74. A person shall be disqualified from holding or continuing to hold office as a Director if they have 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 they were responsible or to which they were privy, or which their conduct contributed to or facilitated.
75. Not used.
76. Not used.
77. A person shall be disqualified from holding or continuing to hold office as a Director where they have, at any time, been convicted of a Serious Criminal Offence.
78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if that person does not provide to the Chair of the Directors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or if such a certificate discloses information which the Chair considers would make that person unsuitable for their role. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 78A. A person (including the Chair) shall be disqualified from holding or continuing to hold office as a Director if that person:
- a. refuses to consent to any checks required by the Secretary of State under the provisions of a Relevant Funding Agreement, the Education (Independent School Standards) Regulations 2014 or otherwise; or
 - b. is found to be unsuitable to be a Director by the Secretary of State under the provisions of a Relevant Funding Agreement or the Education (Independent School Standards) Regulations 2014.
79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Director; and they are, or are proposed, to become such a Director, they shall upon becoming so disqualified give written notice of that fact to the Governance Professional.

DISQUALIFICATION OF THOSE ON COMMITTEES INCLUDING LOCAL GOVERNING BODIES

80. Articles 68 to 74, Articles 77 to 78, Article 79 and Articles 97 to 98 also apply to any member of any committee or delegate of the Directors, including a Local Governing Body, who is not a Director.

GOVERNANCE PROFESSIONAL TO THE DIRECTORS

81. The Directors must appoint a Governance Professional. The Governance Professional shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Governance Professional so appointed may be removed by them. The Governance Professional shall not be a Director, or the Chief Executive Officer. Notwithstanding this Article, the Directors may, where the Governance Professional fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Governance Professional for the purposes of that meeting. The Governance Professional may, but need not be, the appointed company secretary of the Academy Trust.

CHAIR AND VICE-CHAIR OF THE DIRECTORS

82. The Directors shall each school year, at their first meeting in that year, elect a Chair and a Vice-Chair from among their number. A Director who is employed by the Company shall not be eligible for election as Chair or Vice-Chair.
83. Subject to Article 84, the Chair or Vice-Chair shall hold office as such until their successor has been elected in accordance with Article 85.
84. The Chair or Vice-Chair may at any time resign their office by giving notice in writing to the Governance Professional. The Chair or Vice-Chair shall cease to hold office if they:
- a. cease to be a Director;
 - b. are employed by the Company;
 - c. are removed from office in accordance with these Articles; or
 - d. in the case of the Vice-Chair, they are elected in accordance with these Articles to fill a vacancy in the office of Chair.

85. Where by reason of any of the matters referred to in Article 84, a vacancy arises in the office of Chair or Vice-Chair, the Directors shall at their next meeting elect one of their number to fill that vacancy.
86. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the chair for the purposes of the meeting.
87. Where in the circumstances referred to in Article 86 the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice-Chair, the Directors shall elect one of their number to act as a Chair for the purposes of that meeting, provided that the Director elected shall not be a person who is employed by the Company.
88. The Governance Professional shall act as Chair during that part of any meeting at which the Chair is elected.
89. Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
90. The Directors may remove the Chair or Vice-Chair from office in accordance with these Articles.
91. A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Directors shall not have effect unless:
 - i) it is confirmed by a resolution passed at a second meeting of the Directors held not less than fourteen days after the first meeting; and
 - ii) the matter of the Chair's or Vice-Chair's removal from office is specified as an item of business on the agenda for each of those meetings.
92. Before the Directors resolve at the relevant meeting on whether to confirm the resolution to remove the Chair or Vice-Chair from office, the Director or Directors proposing their removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair shall be given an opportunity to make a statement in response.

POWERS OF DIRECTORS

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions of the Members 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 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.
94. 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.
95. In the exercise of their powers and functions, the Directors may consider any advice given by the Chief Executive Officer and any other executive officer.
96. Any bank account in which any money of the Company is deposited shall be operated by the Directors in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Directors.

CONFLICTS OF INTEREST

97. Any Director who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Director shall disclose that fact to the Directors as soon as he becomes aware of it. A Director must be absent from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Company and any

duty or personal interest (including but not limited to any Personal Financial Interest).

98. For the purpose of Article 97, a Director has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Director as permitted by and as defined by Articles 6.5 - 6.9.

THE MINUTES

99. 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 Governance Professional 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 chair thereof. The minutes shall include a record of:
- a. all appointments of officers made by the Directors; and
 - b. all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

COMMITTEES

100. Subject to these Articles, the Directors:
- a. may appoint committees to be known as Local Governing Bodies for each Academy (and the same Local Governing Body may be appointed for more than one Academy);
 - b. shall appoint a Local Governing Body in respect of any Church of England designated academy; and
 - c. may establish any other committee.
101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Local Governing Bodies) a majority of

members of any such committee shall be Directors. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

101A. The Directors shall ensure that any Local Governing Body shall include at least 2 Parent Local Governors.

101B. The Directors shall ensure that any Local Governing Body constituted in respect of any Church of England Academy shall have 25% of its members appointed by the Diocesan Board of Education and that all its members shall sign an undertaking to the Diocesan Board of Education to uphold the designated religious character of the said Academy.

102. The Directors shall establish a Local Governing Body for the UTCs and shall ensure that such Local Governing Bodies shall have more than one half of its members appointed by the University Sponsor(s) and Employer Sponsor(s) of the relevant UTC.

103. The power of delegation exercised under Article 102 in relation to the establishment of a Local Governing Body for a UTC shall be by way of Scheme of Delegation. The form of Scheme of Delegation to be used may be amended by the Directors from time to time.

104. The functions, duties and proceedings of the Local Governing Bodies or committees shall be subject to regulations made by the Directors from time to time. Local Governing Bodies may also be established solely for the purpose of fulfilling an advisory function to the board of Directors.

DELEGATION

105. Subject to these Articles, the Directors may delegate any of their powers and functions (including the power to sub-delegate) to any Director, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made in writing and subject to any conditions the Directors may impose, and may be revoked or altered.

105A. A Director, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office to whom a power or

function of the Directors is delegated under Article 105 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Directors is sub-delegated by any person to whom it has been delegated, that person must inform the Directors as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Directors may impose, and may be revoked or altered by the Directors.

106. Where any power or function of the Directors has been exercised by any committee (including any Local Governing Body), any Director, the Chief Executive Officer or any other holder of an executive office, or a person to whom a power or function has been sub-delegated under Article 105A, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.

APPOINTING AND DELEGATING TO CHIEF EXECUTIVE OFFICER, PRINCIPALS AND STAFF

107. The Directors shall appoint the Chief Executive Officer. In relation to such appointment, the Directors shall consult the Diocesan Director of Education and shall have regard to the Objects and may appoint a Chief Executive Officer having regard to that person's ability and fitness to uphold the Objects.
- 107A. The Directors shall appoint the Principal of each Academy. In respect of the appointment of the Principal at each of the Church of England Academies, the Directors shall do so only with the agreement of the Diocesan Director of Education and shall make use of any relevant powers under section 124AA of the School Standards and Framework Act 1998 or under the Relevant Funding Agreement in respect of those Academies.
- 107B. In respect of each of the Church of England Academies the Directors shall determine at the time of the appointment of each Principal whether that Principal is to be a Reserved Teacher.
- 107C. The Directors may delegate such powers and functions as they consider are required by the Chief Executive Officer and the Principals for the internal

organisation, management and control of the Academies (including the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at the Academies).

107D. In appointing staff other than the Principal to the Church of England Academies the Directors will have regard where relevant to the powers provided to them under the Relevant Funding Agreement in respect of each Academy (being powers equivalent to the powers of governing bodies of Voluntary Controlled schools as set out in sections 58 to 60 of the Schools Standard and Framework Act):

- a. so as to ensure that at least two Reserved Teachers (although the Principal may be one of the two) are appointed in each of the Church of England Academies; and
- b. having regard to their entitlement under the Relevant Funding Agreement to appoint up to one fifth of teaching staff as Reserved Teachers in each of the Church of England Academies.

MEETINGS OF THE DIRECTORS

PROCEEDINGS AT DIRECTOR MEETINGS

108. Subject to these Articles, the Directors may regulate their proceedings as they think fit.

109. The Directors shall hold at least three meetings in every school year. Meetings of the Directors shall be convened by the Governance Professional. In exercising their functions under this Article the Governance Professional shall comply with any direction:

- a. given by the Directors; or
- b. given by the Chair of the Directors or, in their absence or where there is a vacancy in the office of Chair, the Vice-Chair of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a).

110. Any three Directors may, by notice in writing given to the Governance Professional, requisition a meeting of the Directors; and it shall be the duty of the Governance Professional to convene such a meeting as soon as is reasonably practicable.

111. Each Director shall be given at least seven clear days before the date of a meeting:
- i) notice in writing thereof, signed by the Governance Professional, and sent to each Director at the address provided by each Director from time to time; and
 - ii) a copy of the agenda for the meeting;

provided that where the Chair or, in their absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as they direct.

112. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

113. 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 the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

114. A meeting of the Directors shall be terminated forthwith if:

- a. the Directors so resolve; or
- b. the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with Article 117, subject to Article 119.

115. Where in accordance with Article 114 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 Governance Professional 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.

116. Where the Directors resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of,

the Directors 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 Governance Professional to convene a meeting accordingly.

QUORUM FOR DIRECTOR MEETINGS

117. Subject to Article 119 the quorum for a meeting of the Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

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

119. The quorum for the purposes of:

- a. any vote on the removal of a Director in accordance with Article 66-66A; and
- b. any vote on the removal of the Chair of the Directors in accordance with Article 90;

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

VOTING AT DIRECTOR MEETINGS

120. 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.

121. Subject to Articles 117-119, where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote they may have.

122. 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.

123. A resolution in writing, which includes a resolution in electronic form, signed by all the Directors entitled to receive notice of and vote at 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 or authenticated by one or more of the Directors.

MAKING THE MINUTES OF DIRECTOR MEETINGS AVAILABLE

124. Subject to Article 125, the Directors shall ensure that a copy of:

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

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

125. There may be excluded from any item required to be made available in pursuance of Article 124, any material relating to:

- a. a named teacher or other person employed, or proposed to be employed, at any Academy;
- b. a named student at, or candidate for admission to, any Academy; and
- c. any matter which, by reason of its nature, the Directors are satisfied should remain confidential.

PARTICIPATION AT MEETINGS

126. Any Director shall be able to participate in meetings of the Directors by telephone or by any suitable electronic means agreed by the Directors and by

which all those participating in the meeting are able to communicate with all other participants.

126A. A Director so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.

PATRONS AND HONORARY OFFICERS

127. 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 they are to hold such office.

THE SEAL

128. The seal, if any, 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 Governance Professional or by a second Director.

ACCOUNTS

129. Accounts shall be prepared in accordance with the relevant statement of recommended practice published by the Charity Commission from time to time (the "Statement of Recommended Practice") as if the Company was a non-exempt charity and Parts 15 and 16 of the Companies Act 2006 and the Company shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

ANNUAL REPORT

130. The Directors shall prepare the Annual Report in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and shall file this with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

CONFIRMATION STATEMENT

131. The Directors shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation and delivery of a confirmation statement to the Registrar of Companies.

NOTICES

132. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Directors) shall be in writing which includes being given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
133. A notice may be given by the Company to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member. 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 may be given to them, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to them at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.
134. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
135. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by The Chartered Governance Institute UK & Ireland shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

136. Subject to the provisions of the Companies Act 2006 and Article 6.3 every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

RULES

137. The Directors may make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company including, but not limited to, how they take decisions, including the procedure at meetings, and the means of recording and communicating such rules to Directors and Members, insofar as such rules are not already regulated by the Articles provided always that such rules and bye-laws shall only be made and amended:
- a. after consultation with the Diocesan Board of Education and only with its written consent in the case of any matters affecting the religious character of any Church of England designated academy for the proper conduct and management of the Company; and
 - b. in respect of such rules or bye laws which directly impact upon a UTC, such rules or bye laws (including, without limitation, the Scheme of Delegation) shall only be made and amended following consultation with the Chief Executive or authorised deputy of the Baker Dearing Educational Trust.
138. The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws but only after consultation with the Diocesan Board of Education and only with its written consent in the case of any matters affecting the religious character of any Church of England designated academy 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 Articles.

AVOIDING INFLUENCED COMPANY STATUS

139. Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in general meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis.
140. No person who is a Local Authority Associated Person may be appointed or elected as a Director if, once the appointment or election had taken effect, the number of Directors who are Local Authority Associated Persons would represent 20% or more of the total number of Directors. Upon any resolution put to the Directors, the maximum aggregate number of votes exercisable by any Directors who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Directors on such a resolution and the votes of the other Directors having a right to vote at the meeting will be increased on a pro-rata basis.
141. No person who is a Local Authority Associated Person is eligible to be appointed or elected to the office of Director unless their appointment or election to such office is authorised by the local authority to which they are associated.
142. If at the time of either their becoming a Member of the Company or their first appointment or election to office as a Director any Member or Director was not a Local Authority Associated Person but later becomes so during their membership or tenure as a Director they shall be deemed to have immediately resigned their membership and/or resigned from their office as a Director as the case may be.
143. If at any time the number of Directors or Members who are also Local Authority Associated Persons would (but for Articles 139 to 142 inclusive) represent 20% or more of the total number of Directors or Members (as the case may be) then a sufficient number of the Directors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Directors or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Directors or Members (as the case may be) is never equal to or greater than 20% of the total number of Directors or Members (as the case may be).

Directors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment or election date the most recently appointed or elected resigning first.

144. The Members will each notify the Company and each other if at any time they believe that the Company or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act 1989).