

**<<154>>**  
Single Academy

THE COMPANIES ACT 2006

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A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

COTHAM SCHOOL COMPANY

NUMBER: 07732888

THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE  
ARTICLES OF ASSOCIATION  
OF  
COTHAM SCHOOL

INTERPRETATION

1. In these Articles:-
  - 1.1. "the Academy" means the school referred to in Article 4 and established by the Academy Trust;
  - 1.2. "Academy Financial Year" means the academic year from 1<sup>st</sup> of September to 31<sup>st</sup> of August in any year;
  - 1.3. "the Academy Trust" means the company intended to be regulated by these Articles and referred to in Article 2;
  - 1.4. "Additional Governors" means the Governors appointed pursuant to Article 73 and 74;
  - 1.5. "Alumni Constituency" means a constituency membership of which is open to anyone who was at any time a pupil registered at the Academy;
  - 1.6. "the Articles" means these Articles of Association of the Academy Trust;
  - 1.7. "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor;
  - 1.8. "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;

**<<156>>**  
Single Academy

- 1.9. “financial expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.10. “the Forum” means the representative body established in accordance with Article 55;
- 1.11. “Funding Agreement” means the agreement made under section 1 of the Academies Act 2010 between the Academy Trust and the Secretary of State to establish the Academy;
- 1.12. “Further Governors” means the Governors appointed pursuant to Article 75 ;
- 1.13. “the Governors” means the directors of the Academy Trust (and “Governor” means any one of those directors), subject to the definition of this term at Article 16.2 in relation to Articles 8-16;
- 1.14. “Headteacher” means the headteacher of the Academy;
- 1.15. “the LA” means the local authority covering the area in which the Academy is situated;
- 1.16. “the LA Governor” means the Governor who may be appointed pursuant to Article 64;
- 1.17. “Learners Constituency” means a constituency membership of which is open to all pupils currently registered at the Academy;
- 1.18. “Local Authority Associated Persons” means any person associated with any local authority within the meaning given in section 69 of the Local Government and Housing Act 1989;
- 1.19. “Local Community Constituency” means a constituency membership of which is open to any person who lives or works within three miles of the Academy or the governors of the predecessor school as at 31 August 2011, and who, in the absolute discretion of the Governors, has a legitimate interest in the Academy;
- 1.20. “Member” means a member of the Academy Trust and someone who as such is bound by the undertaking contained in Article 18 (and “Membership” means a Member's membership of the Academy Trust);

**<<157>>**  
Single Academy

- 1.21. “the Memorandum” means the Memorandum of Association of the Academy Trust;
- 1.22. “Office” means the registered office of the Academy Trust;
- 1.23. “Parents and Carers Constituency,” means for the purposes of election of Parent Governors all parents of pupils currently registered at the Academy and for all other purposes a constituency membership of which is open to anyone who is a parent or carer of a pupil currently registered at the Academy;
- 1.24. “the Parent Governors” means the Governors appointed pursuant to Articles 66 to 68 inclusive;
- 1.25. “Principal Regulator” means the body or person appointed as the Principal Regulator under the Charities Act 2006;
- 1.26. “the Schools Co-operative Society” means The Schools Co-operative Society Limited registered as an industrial and provident society under number IP031278 ;
- 1.27. “the seal” means the common seal of the Academy Trust if it has one;
- 1.28. “Secretary” means the secretary of the Academy Trust or any other person appointed to perform the duties of the secretary of the Academy Trust, including a joint, assistant or deputy secretary;
- 1.29. “Secretary of State” means the Secretary of State for Education or successor;
- 1.30. “Staff Constituency” means a constituency membership of which is open to any person employed by or whose normal place of work is at the Academy;
- 1.31. “Staff Governor” means an employee of the Academy Trust who may be appointed as a Governor pursuant to Article 62;
- 1.32. “teacher” means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at the Academy;
- 1.33. “the United Kingdom” means Great Britain and Northern Ireland;

**<<158>>**  
Single Academy

- 1.34. “the Values means:
- 1.34.1. the Co-operative Values as set out in the Statement on the Co-operative Identity of the International Co-operative Alliance (being at the date of registration of the Academy Trust self-help, self responsibility, democracy, equality, equity, solidarity, honesty, openness, social responsibility and caring for others);
  - 1.34.2. the Co-operative Principles as set out in the Statement on the Co-operative Identity of the International Co-operative Alliance;
  - 1.34.3. supporting the Academy in:
    - 1.34.3.1. being a school which serves the community and sets out to be owned, valued and sustained by the community it serves;
    - 1.34.3.2. working directly and with other mutual organisations to combat social exclusion and deprivation and to build a sustainable and vibrant community and local economy;
    - 1.34.3.3. providing learners with a global perspective rooted in the values set out in this Article, helping them to become responsible and articulate citizens in a global economy affected by rapid environmental and economic change;
    - 1.34.3.4. actively participating in the work and activities of the Schools Co-operative Society and providing and receiving support through the mutual support network for schools established by the Schools Co-operative Society.
- 1.35. words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;
- 1.36. subject as aforesaid, words or expressions contained in these

**<<159>>**  
Single Academy

Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate;

- 1.37. 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.
2. The company's name is Cotham School (and in this document it is called "**the Academy Trust**").
3. The Academy Trust's registered office is to be situated in England and Wales.

**OBJECT**

4. The Academy Trust's object ("**the Object**") is specifically restricted to the following:
  - (a) to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing a school offering a broad and balanced curriculum ("the Academy"); and
  - (b) to promote for the benefit of the inhabitants of Bristol 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**

5. In furtherance of the Object but not further or otherwise the Academy Trust may exercise the following powers:-
  - 5.1. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Academy Trust;
  - 5.2. to raise funds and to invite and receive contributions provided that

**<<160>>**  
Single Academy

in raising funds the Academy Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

- 5.3. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- 5.4. subject to Articles 7 and 8 below to employ such staff as are necessary for the proper pursuit of the Object and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- 5.5. to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Object;
- 5.6. to co-operate with other charities, other independent and maintained schools, voluntary bodies and statutory authorities operating in furtherance of the Object and to exchange information and advice with them;
- 5.7. to pay out of funds of the Academy Trust the costs, charges and expenses of and incidental to the formation and registration of the Academy Trust;
- 5.8. to establish, maintain, carry on, manage and develop the Academy at Cotham Lawn Road, Cotham, Bristol;
- 5.9. to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils;
- 5.10. to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- 5.11. to carry out research into the development and application of new techniques in education in particular in relation to the areas of curricular specialisation of the Academy and to its approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from

**<<161>>**  
Single Academy

application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in academies;

- 5.12. subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Academy Trust to borrow and raise money for the furtherance of the Object in such manner and on such security as the Academy Trust may think fit;
- 5.13. to deposit or invest any funds of the Academy Trust not immediately required for the furtherance of its Object (but to invest only after obtaining such advice from a financial expert as the Governors consider necessary and having regard to the suitability of investments and the need for diversification);
- 5.14. to delegate the management of investments to a financial expert, but only on terms that:
  - 5.14.1. the investment policy is set down in writing for the financial expert by the Governors;
  - 5.14.2. every transaction is reported promptly to the Governors;
  - 5.14.3. the performance of the investments is reviewed regularly with the Governors;
  - 5.14.4. the Governors are entitled to cancel the delegation arrangement at any time;
  - 5.14.5. the investment policy and the delegation arrangement are reviewed at least once a year;
  - 5.14.6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Governors on receipt; and
  - 5.14.7. the financial expert must not do anything outside the powers of the Governors;
- 5.15. to arrange for investments or other property of the Academy Trust to be held in the name of a nominee company acting under the control of the Governors or of a financial expert acting under their



**<<162>>**  
Single Academy

instructions, and to pay any reasonable fee required;

- 5.16. 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 Academy 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;
- 5.17. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy Trust;
- 5.18. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Object.

#### VALUES

6. It is intended that the curriculum and ethos of the Academy will place an emphasis on, and include a commitment to students learning about, the Values with the aim of encouraging all students to become better citizens, not only while they are students but during the rest of their lives. The Academy Trust shall be a member of the Schools Co-operative Society and commits itself, so far as is lawful in the light of the Object, to conduct its affairs in a manner consistent with the Values.

#### INCOME AND PROPERTY

7. The income and property of the Academy Trust shall be applied solely towards the promotion of the Object.
8. None of the income or property of the Academy Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Academy Trust. Nonetheless a Member

**<<163>>**  
Single Academy

of the Academy Trust who is not also a Governor may:

- 8.1. benefit as a beneficiary of the Academy Trust;
  - 8.2. be paid reasonable and proper remuneration for any goods or services supplied to the Academy Trust;
  - 8.3. be paid rent for premises let by the member of the Academy Trust if the amount of the rent and other terms of the letting are reasonable and proper; and
  - 8.4. be paid interest on money lent to the Academy Trust at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by the Governors, or 0.5%, whichever is the higher.
9. A Governor may benefit from any indemnity insurance purchased at the Academy Trust's expense to cover the liability of the Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Academy Trust: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard to whether it was a breach of trust or breach of duty or not and 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 directors of the Academy Trust.
10. A company, which has shares listed on a recognised stock exchange and of which any one Governor holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Academy Trust.
11. A Governor may at the discretion of the Governors be reimbursed from the property of the Academy Trust for reasonable expenses properly incurred by him or her when acting on behalf of the Academy Trust, but excluding expenses in connection with foreign travel.
12. No Governor may:

**<<164>>**  
Single Academy

- 12.1. buy any goods or services from the Academy Trust;
  - 12.2. sell goods, services, or any interest in land to the Academy Trust;
  - 12.3. be employed by or receive any remuneration from the Academy Trust (other than the Headteacher whose employment and/or remuneration is subject to the procedure and conditions in Article 14)
  - 12.4. receive any other financial benefit from the Academy Trust;  
  
unless:
    - 12.4.1. the payment is permitted by Article 13 and the Governors follow the procedure and observe the conditions set out in Article 14; or
    - 12.4.2. the Governors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.
13. Subject to Article 14, a Governor may:
- 13.1. receive a benefit from the Academy Trust in the capacity of a beneficiary of the Academy Trust.
  - 13.2. be employed by the Academy Trust or enter into a contract for the supply of goods or services to the Academy Trust, other than for acting as a Governor.
  - 13.3. receive interest on money lent to the Academy Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Governors, or 0.5%, whichever is the higher.
  - 13.4. receive rent for premises let by the Governor to the Academy Trust if the amount of the rent and the other terms of the lease are reasonable and proper.
14. The Academy Trust and its Governors may only rely upon the authority provided by Article 13 if each of the following conditions is satisfied:
- 14.1. the remuneration or other sums paid to the Governor do not exceed an amount that is reasonable in all the circumstances.

**<<165>>**  
Single Academy

- 14.2. the Governor is absent from the part of any meeting at which there is discussion of:
    - 14.2.1. his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
    - 14.2.2. his or her performance in the employment, or his or her performance of the contract; or
    - 14.2.3. any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 13; or
    - 14.2.4. any other matter relating to a payment or the conferring of any benefit permitted by Article 13.
  - 14.3. the Governor does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting.
  - 14.4. save in relation to employing or contracting with the Headteacher (a Governor pursuant to Articles 58 and 65) the other Governors are satisfied that it is in the interests of the Academy Trust to employ or to contract with that Governor rather than with someone who is not a Governor. In reaching that decision the Governors must balance the advantage of employing a Governor against the disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest).
  - 14.5. the reason for their decision is recorded by the Governors in the minute book.
  - 14.6. a majority of the Governors then in office have received no such payments or benefit.
15. The provision in Article 12 that no Governor may be employed by or receive

**<<166>>**  
Single Academy

any remuneration from the Academy Trust (other than the Headteacher) does not apply to an existing employee of the Academy Trust who is subsequently elected or appointed as a Governor save that this clause shall only allow such a Governor to receive remuneration or benefit from the Academy Trust in his capacity as an employee of the Academy Trust and provided that the procedure as set out in Articles 14.2.1, 1 and 14.3 is followed.

16. In Articles 8-16:
- 16.1. "Academy Trust" shall include any company in which the Academy Trust:
- 16.1.1. holds more than 50% of the shares; or
  - 16.1.2. controls more than 50% of the voting rights attached to the shares; or
  - 16.1.3. has the right to appoint one or more directors to the board of the company.
- 16.2. "Governor" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his or her partner
- 16.3. the employment or remuneration of a Governor includes the engagement or remuneration of any firm or company in which the Governor is:
- 16.3.1. a partner;
  - 16.3.2. an employee;
  - 16.3.3. a consultant;
  - 16.3.4. a director;
  - 16.3.5. a member; or
  - 16.3.6. a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Governor holds less than 1% of the issued capital.

**LIABILITY OF MEMBERS AND WINDING UP**

17. The liability of the Members of the Academy Trust is limited.
18. Every Member of the Academy Trust undertakes to contribute such amount as may be required (not exceeding £1) to the Academy Trust's assets if it

**<<167>>**  
Single Academy

should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the Academy Trust's debts and liabilities before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

19. If the Academy 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 Academy Trust, but shall be given or transferred to some other charity or charities having objects similar to the Object which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Academy Trust by Article 8 above, chosen by the Members of the Academy Trust at or before the time of dissolution and if that cannot be done then to some other charitable object.

#### CHANGES TO ARTICLES

20. No alteration or addition shall be made to or in the provisions of the Articles without the written consent of the Secretary of State.
21. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Academy Trust would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Academy Trust would cease to be a charity.

#### MEMBERS

22. The subscribers to the Memorandum are the first Members of the Academy Trust.
23. Subject to any restrictions imposed by the Education Acts, Membership of the Academy Trust is open to one person appointed by the Secretary of State in the event that the Secretary of State appoints a person for this purpose and to any other individuals interested in promoting the Object who:
  - 23.1. subscribe to the Values;

**<<168>>**  
Single Academy

- 23.2. qualify for membership of one of the constituencies specified below;
  - 23.3. are approved by the Governors; and
  - 23.4. consent in writing to become a Member and to be bound by the provisions of these Articles of Association, either personally or (in the case of an organisation) through an authorised representative, by completing an application to become a Member in a form to be specified by the Governors.
24. The Academy Trust will have the following constituencies:
- 24.1. a Learners Constituency;
  - 24.2. a Parents and Carers Constituency;
  - 24.3. a Staff Constituency; and
  - 24.4. a Local Community Constituency
- and may have an Alumni Constituency.
25. In relation to constituencies:
- 25.1. no person may be a member of more than one constituency;
  - 25.2. a person eligible to be a member of the staff constituency may not be a member of any other constituency;
  - 25.3. the decision about the constituency of which a person is to be a member shall be decided by the Governors, who may issue guidelines about constituency membership;
  - 25.4. the Governors may sub-divide any of the constituencies into two or more constituencies, on such basis as they consider to be appropriate.
26. Membership is terminated if the member concerned:
- 26.1. gives written notice of resignation to the Academy Trust;

**<<169>>**  
Single Academy

- 26.2. dies;
  - 26.3. ceases to be entitled to be a Member under these Articles of Association; or
  - 26.4. is removed from Membership by resolution of the Governors on the ground that in their reasonable opinion the member's continued Membership is harmful to the Academy Trust. The Governors may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice.
27. Membership of the Academy Trust is not transferable.

#### GENERAL MEETINGS

28. The Academy 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 Academy Trust and that of the next. Provided that so long as the Academy 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 meetings other than Annual General Meetings shall be called General Meetings.
29. The Governors may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. If there are not within the United Kingdom sufficient Governors to call a general meeting, any Governor or any Member of the Academy Trust may call a general meeting.

#### NOTICE OF GENERAL MEETINGS

30. 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.

31. 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.
32. The notice shall be given to all the Members, to the Governors and auditors.
33. 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.

34. 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. There is a quorum at a general meeting if the number of Members or authorised representatives present is at least 5 and if there is at least one member present from at least three of the constituencies.
35. 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.
36. The chair, if any, of the Governors or in his absence some other Governor nominated by the Governors shall preside as chair of the meeting, but if neither the chair nor such other Governor (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Governors present shall elect one of their number to be chair and, if there is only one Governor present and willing to act, he shall be the chair.
37. If no Governor is willing to act as chair, or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair.
38. A Governor shall, notwithstanding that he is not a Member, be entitled to

attend and speak at any general meeting.

39. 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.
40. 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:-
- 40.1. by the chair; or
  - 40.2. by at least two Members having the right to vote at the meeting; or
  - 40.3. 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.
41. 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.
42. 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.
43. A poll shall be taken as the chair directs and he 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.

44. 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.
45. 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.
46. A resolution in writing 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

47. 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.
48. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Academy trust have been paid.
49. 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.
50. 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

**<<173>>**  
Single Academy

thereto as circumstances allow or in any other form which is usual or which the Governors may approve) -.

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

Signed on ..... 20[ ]”

51. 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 Academy Trust, hereby appoint .... of ....., or in his absence, ..... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Academy Trust, to be held on .... 20[ ], and at any adjournment thereof.

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

Resolution No. 1 \*for \* against

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 .... 20[ ]”

52. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Governors may -

52.1. be deposited at the office or at such other place within the United

**<<174>>**  
Single Academy

Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Academy Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

52.2. 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;

52.3. 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 Secretary or to any Governor;

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

53. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Academy Trust at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

54. Any organisation which is a Member of the Academy Trust may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Academy Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Academy Trust.

THE FORUM

**<<175>>**  
Single Academy

55. The Academy Trust shall have a Forum, the composition of which shall be determined from time to time by the Governors (and in making such determination, the Governors shall consult with, but shall not be bound by the views of, the Forum), subject to the Guidance on Co-operative Academy Forums issued from time to time by the Schools Co-operative Society;
56. The role of the Forum is:
- 56.1. to make recommendations to the Governors in relation to the role of the Academy in the community;
  - 56.2. to make recommendations to the Governors in relation to the exercise by the Governors of their powers of co-option;
  - 56.3. to perform such other functions as the Forum may be requested to perform from time to time by the Governors.

**GOVERNORS**

57. The number of Governors shall be not less than three but (unless otherwise determined by the Governors) shall not be subject to any maximum.
58. Subject to Articles 59-60 and 76 the Academy Trust shall have the following Governors:
- 58.1. a minimum of one Staff Governor provided that the total number of Governors (including the Headteacher) who are employees of the Academy Trust does not exceed one third of the total number of Governors;
  - 58.2. a minimum of two Parent Governors;
  - 58.3. a minimum of one Community Governor;
  - 58.4. the LA Governor if appointed under Article 64;
  - 58.5. a minimum of one Governor appointed by the Schools Co-operative Society;
  - 58.6. if the Forum so requests and the Governors agree a Governor or Governors appointed by Partner Organisations;

**<<176>>**  
Single Academy

- 58.7. the Headteacher;
  - 58.8. any Co-opted Governors appointed under Article 70.
  - 58.9. any Additional Governors, if appointed under Article 73, 74 or 81;  
and
  - 58.10. any Further Governors, if appointed under Article 75 or Article 81.
59. The first Governors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006. The governors of the predecessor school as at 31 August 2011 shall, subject to Articles 78 to 92, be the initial Governors and their terms of office shall expire as and when they would have expired had they remained as members of the governing body of the predecessor school. Elected parent governors and elected staff governors of the predecessor school shall be deemed to have been elected for the purposes of these articles and the Members shall be entitled to resolve to designate the relevant category under Article 58 to which a Governor will be assigned.
60. Future Governors shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Governor to be appointed or elected due to the fact that an Academy has not yet been established or the Headteacher has not been appointed, then the relevant Article or part thereof shall not apply.
61. The Governors shall make provision for the appointment or election of at least one Learner Representative from the learners constituency who shall not be a Governor but shall be entitled to attend and participate in Governors meetings. The Governors may exclude Learners Representatives from any part of a Governors meeting if they consider it necessary or appropriate in view of the matters to be discussed.

#### APPOINTMENT OF GOVERNORS

62. Governors other than Parent Governors shall be appointed or elected in accordance with such process as the Governors shall decide, including any process designed to ensure that Governors or prospective Governors have the skills and experience required to be effective in the role of Governor.

**<<177>>**  
Single Academy

63. The Members of the staff constituency shall elect from amongst their number the Staff Governor or Governors.
64. The LA may appoint the LA Governor.
65. The Headteacher shall be treated for all purposes as being an ex officio Governor.
66. The Members of the parents and carers constituency as defined in Article 1.23 shall elect from amongst their number the Parent Governors.
67. The following provisions apply to Parent Governors:
  - 67.1. The Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of Parent Governors, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of Parent Governors which is contested shall be held by secret ballot;
  - 67.2. The arrangements made for the election of a Parent Governor shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy Trust by a registered pupil at the Academy;
  - 67.3. Where a vacancy for a Parent Governor is required to be filled by election, the Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so;
  - 67.4. The number of Parent Governors required shall be made up by Parent Governors appointed by the Governing Body if the number of parents standing for election is less than the number of vacancies;
68. In appointing a Parent Governor the Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not



**<<178>>**  
Single Academy

reasonably practical to do so, a person who is the parent of a child of compulsory school age.

69. The Members of the local community constituency shall elect from amongst their number the Community Governor or Governors.

#### CO-OPTED GOVERNORS

70. The Governors may appoint no more than three Co-opted Governors (and in making such appointment, the Governors shall consult with, but shall not be bound by the views of, the Forum). A 'Co-opted Governor' means a person who is appointed to be a Governor by being co-opted by Governors who have not themselves been so appointed. The number of Co-opted Governors shall not exceed the number of elected Governors. The Governors may not co-opt an employee of the Academy Trust as a Co-opted Governor if thereby the number of Governors who are employees of the Academy Trust would exceed one third of the total number of Governors (including the Headteacher).

#### APPOINTMENT OF ADDITIONAL GOVERNORS

71. The Secretary of State may give a warning notice to the Governors where he is satisfied—
- 71.1. that the standards of performance of pupils at the Academy are unacceptably low, or
  - 71.2. that there has been a serious breakdown in the way the Academy is managed or governed, or
  - 71.3. that the safety of pupils or staff of the Academy is threatened (whether by a breakdown of discipline or otherwise).
72. For the purposes of Article 71 a 'warning notice' is a notice in writing by the Secretary of State to the Academy Trust delivered to the Office setting out—
- 72.1. the matters referred to in Article 71;
  - 72.2. the action which he requires the Governors to take in order to remedy those matters; and

**<<179>>**  
Single Academy

- 72.3. the period within which that action is to be taken by the Governors ('the compliance period').
73. The Secretary of State may appoint such Additional Governors as he thinks fit if the Secretary of State has:
- 73.1. given the Governors a warning notice in accordance with Article 71 ; and
- 73.2. the Governors have failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period.
74. The Secretary of State may also appoint such Additional Governors where following an Inspection by the Chief Inspector in accordance with the Education Act 2005 (an "Inspection") the Academy Trust receives an Ofsted grading (being a grade referred to in The Framework for School Inspection or any modification or replacement of that document for the time being in force) which amounts to a drop, either from one Inspection to the next Inspection or between any two Inspections carried out within a 5 year period, of two Ofsted grades. For the purposes of the foregoing the grade received by the predecessor school known as Cotham School shall be regarded as the grade received by the Academy.
75. The Secretary of State may also appoint such Further Governors as he thinks fit if a Special Measures Termination Event (as defined in the Funding Agreement) occurs in respect of the Academy.
76. Within 5 days of the Secretary of State appointing any Additional or Further Governors in accordance with Articles 73, 74 or 75, any Governors appointed under Articles 63, 66 and 69 and holding office immediately preceding the appointment of such Governors, shall resign immediately and the power to appoint Governors under Articles 63, 66 and 69 shall remain suspended until the Secretary of State removes one or more of the Additional or Further Governors.

**TERM OF OFFICE**

77. The term of office for any Governor shall be 4 years, save that this time limit shall not apply to the Headteacher. Subject to remaining eligible to be a

**<<180>>**  
Single Academy

particular type of Governor, any Governor may be re-appointed or re-elected provided that no Governor may serve more than three terms of office unless a resolution approving the arrangement is passed by the Forum.

#### RESIGNATION AND REMOVAL

78. A Governor shall cease to hold office if he resigns his office by notice to the Academy Trust (but only if at least three Governors will remain in office when the notice of resignation is to take effect).
79. A Governor shall cease to hold office if he is removed by the person or persons who appointed him or (unless he is a Parent Governor, an Additional Governor, a Further Governor or the Headteacher) he is removed from office by a resolution of two-thirds of the remaining Governors for serious breach of any code of conduct which the Governors have adopted or failing to complete training for Governors designated by the Governors as compulsory. No such resolution may be passed unless the Governors have invited the views of the person concerned and considered the matter in the light of any such views.
80. Where a Governor resigns his office or is removed from office, the Governor or, where he is removed from office, those removing him, shall give written notice thereof to the Secretary.
81. Where an Additional or Further Governor appointed pursuant to Articles 73, 74 or 75 ceases to hold office as a Governor for any reason, other than being removed by the Secretary of State, the Secretary of State shall be entitled to appoint an Additional or Further Governor in his place.

#### DISQUALIFICATION OF GOVERNORS

82. No person shall be qualified to be a Governor unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be a Governor.
83. 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.

**<<181>>**  
Single Academy

84. 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 six months and the Governors resolve that his office be vacated.
85. A person shall be disqualified from holding or continuing to hold office as a Governor if—
- 85.1. his estate has been sequestered and the sequestration has not been discharged, annulled or reduced; or
- 85.2. he is the subject of a bankruptcy restrictions order or an interim order.
86. 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 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).
87. A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
88. 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 Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
89. A person shall be disqualified from holding or from continuing to hold office as a Governor at any time when he is:
- 89.1. included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
- 89.2. disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or

**<<182>>**  
Single Academy

- 89.3. barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006)
90. A person shall be disqualified from holding or continuing to hold office as a Governor if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
91. A person shall be disqualified from holding or continuing to hold office as a Governor where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
92. After the Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Governor if he has not provided to the chair of the Governors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chair or the Headteacher confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
93. 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 Secretary.
94. Articles 82 to 93 and Articles 98-99 also apply to any member of any committee of the Governors who is not a Governor.

**SECRETARY TO THE GOVERNORS**

95. 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 removed by them. The Secretary shall not be a Governor or a Headteacher. Notwithstanding this Article, the Governors may, where the Secretary fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Secretary for the purposes of that meeting.

#### CHAIR AND VICE-CHAIR OF THE GOVERNORS

96. The Governors shall each school year, at their first meeting in that year, elect a chair and a vice-chair from among their number. A Governor who is employed by the Academy Trust shall not be eligible for election as chair or vice-chair.
97. Subject to Article 98, the chair or vice-chair shall hold office as such until his successor has been elected in accordance with Article 99.
98. The chair or vice-chair may at any time resign his office by giving notice in writing to the Secretary. The chair or vice-chair shall cease to hold office if—
- 98.1. he ceases to be a Governor;
  - 98.2. he is employed by the Academy Trust;
  - 98.3. he is removed from office in accordance with these Articles; or
  - 98.4. in the case of the vice-chair, he is elected in accordance with these Articles to fill a vacancy in the office of chair.
99. Where by reason of any of the matters referred to in Article 98, a vacancy arises in the office of chair or vice-chair, the Governors shall at their next meeting elect one of their number to fill that vacancy.
100. 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.
101. Where in the circumstances referred to in Article 100 the vice-chair is also absent from the meeting or there is at the time a vacancy in the office of vice-chair, the Governors shall elect one of their number to act as a chair for

**<<184>>**  
Single Academy

the purposes of that meeting, provided that the Governor elected shall not be a person who is employed by the Academy Trust.

102. The Secretary shall act as chair during that part of any meeting at which the chair is elected.
103. Any election of the chair or vice-chair which is contested shall be held by secret ballot.
104. The Governors may remove the chair or vice-chair from office in accordance with these Articles.
105. A resolution to remove the chair or vice-chair from office which is passed at a meeting of the Governors shall not have effect unless—
  - 105.1. it is confirmed by a resolution passed at a second meeting of the Governors held not less than fourteen days after the first meeting; and
  - 105.2. 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.
106. Before the Governors resolve at the relevant meeting on whether to confirm the resolution to remove the chair or vice-chair from office, the Governor or Governors proposing his removal shall at that meeting state their reasons for doing so and the chair or vice-chair shall be given an opportunity to make a statement in response.

#### POWERS OF GOVERNORS

107. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Governors who may exercise all the powers of the Academy Trust. No alteration of the Articles and no such direction shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Governors by the Articles and a meeting of Governors at which a quorum is present may exercise all the powers exercisable by the

**<<185>>**  
Single Academy

Governors.

108. 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:
- 108.1. to expend the funds of the Academy Trust in such manner as they shall consider most beneficial for the achievement of the Object and to invest in the name of the Academy Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and
- 108.2. to enter into contracts on behalf of the Academy Trust.
109. In the exercise of their powers and functions, the Governors may consider any advice given by the Headteacher and any other executive officer.
110. Any bank account in which any money of the Academy Trust is deposited shall be operated by the Governors in the name of the Academy Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Governors.

#### CONFLICTS OF INTEREST

111. Any Governor 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 his duties as a Governor shall disclose that fact to the Governors as soon as he becomes aware of it. A Governor must absent himself from any discussions of the Governors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).
112. For the purpose of Article 111, a Governor has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Governor as permitted by and as defined by Articles 11 to 16.

#### THE MINUTES



**<<186>>**  
Single Academy

113. 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 chair thereof. The minutes shall include a record of:
- 113.1. all appointments of officers made by the Governors; and
- 113.2. all proceedings at meetings of the Academy Trust and of the Governors and of committees of Governors including the names of the Governors present at each such meeting.

#### COMMITTEES

114. Subject to these Articles, the Governors may establish any committee. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Governors. The establishment, terms of reference, constitution and membership of any committee of the Governors shall be reviewed at least once in every twelve months. The membership of any committee of the Governors may include persons who are not Governors, provided that a majority of members of any such committee shall be Governors. The Governors may determine that some or all of the members of a committee who are not Governors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the Governors unless the majority of members of the committee present are Governors.

#### DELEGATION

115. The Governors may delegate to any Governor, committee, the Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Governors may impose and may be revoked or altered.
116. Where any power or function of the Governors is exercised by any committee, any Governor, Headteacher or any other holder of an executive office, that person or committee shall report to the Governors in respect of any action taken or decision made with respect to the exercise of that power

or function at the meeting of the Governors immediately following the taking of the action or the making of the decision.

#### HEADTEACHER

117. The Governors shall appoint the Headteacher. The Governors may delegate such powers and functions as they consider are required by the Headteacher for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Governors and for the direction of the teaching and curriculum at the Academy).

#### MEETINGS OF THE GOVERNORS

118. Subject to these Articles, the Governors may regulate their proceedings as they think fit.

119. The Governors shall hold at least three meetings in every school year. Meetings of the Governors shall be convened by the Secretary. In exercising his functions under this Article the Secretary shall comply with any direction—

119.1. given by the Governors; or

119.2. given by the chair of the Governors or, in his absence or where there is a vacancy in the office of chair, the vice-chair of the Governors, so far as such direction is not inconsistent with any direction given as mentioned in Article 119.1.

120. 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.

121. Each Governor shall be given at least seven clear days before the date of a meeting –

121.1. 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

121.2. a copy of the agenda for the meeting

**<<188>>**  
Single Academy

provided that where the chair or, in his 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 he directs.

122. 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.
123. 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.
124. A meeting of the Governors shall be terminated forthwith if—
  - 124.1. the Governors so resolve; or
  - 124.2. the number of Governors present ceases to constitute a quorum for a meeting of the Governors in accordance with Article 127 , subject to Article 129 .
125. Where in accordance with Article 124 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.
126. Where the Governors resolve in accordance with Article 124 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.
127. Subject to Article 129 the quorum for a meeting of the Governors, and any vote on any matter thereat, shall be any three Governors, or, where greater, any one third (rounded up to a whole number) of the total number of

**<<189>>**  
Single Academy

Governors holding office at the date of the meeting. If the Secretary of State has appointed Additional or Further Governors then a majority of the quorum must be made up of Additional or Further Governors.

128. 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.
129. The quorum for the purposes of—
  - 129.1. appointing a parent Governor under Article 67.4;
  - 129.2. any vote on the removal of a Governor in accordance with Article 79;
  - 129.3. any vote on the removal of the chair of the Governors in accordance with Article 104;
  - 129.4. shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Governors entitled to vote on those respective matters.
130. 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.
131. Subject to Article 127 to 129, where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote he may have.
132. The proceedings of the Governors shall not be invalidated by:
  - 132.1. any vacancy among their number; or
  - 132.2. any defect in the election, appointment or nomination of any Governor.
133. 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

**<<190>>**  
Single Academy

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.

134. Subject to Article 135, the Governors shall ensure that a copy of:
- 134.1. the agenda for every meeting of the Governors;
  - 134.2. the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
  - 134.3. the signed minutes of every such meeting; and
  - 134.4. any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
135. There may be excluded from any item required to be made available in pursuance of Article 134, any material relating to—
- 135.1. a named teacher or other person employed, or proposed to be employed, at the Academy;
  - 135.2. a named pupil at, or candidate for admission to, the Academy; and
  - 135.3. any matter which, by reason of its nature, the Governors are satisfied should remain confidential.
136. Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that:
- 136.1. he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
  - 136.2. the Governors have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to

**<<191>>**  
Single Academy

participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

**PATRONS AND HONORARY OFFICERS**

137. The Governors may from time to time appoint any person whether or not a Member of the Academy Trust to be a patron of the Academy Trust or to hold any honorary office and may determine for what period he is to hold such office.

**THE SEAL**

138. The seal, if any, shall only be used by the authority of the Governors or of a committee of Governors authorised by the Governors. The Governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Governor and by the Secretary or by a second Governor.

**ACCOUNTS**

139. Accounts shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and Parts 15 and 16 of the Companies Act 2006 and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

**ANNUAL REPORT**

140. The Governors shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

**ANNUAL RETURN**

141. The Governors shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and to the

**<<192>>**  
Single Academy

Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

NOTICES

142. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Governors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
143. A notice may be given by the Academy 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 or by giving it using electronic communications to an address for the time being notified to the Academy Trust by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Academy Trust an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Academy Trust.
144. A Member present, either in person or by proxy, at any meeting of the Academy Trust shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
145. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. 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

**<<193>>**  
Single Academy

146. Subject to the provisions of the Companies Act 2006 every Governor or other officer or auditor of the Academy Trust shall be indemnified out of the assets of the Academy Trust against any liability incurred by him 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 Academy Trust.

**RULES**

147. The Governors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Academy Trust and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

147.1. the admission and classification of Members of the Academy Trust (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;

147.2. the conduct of Members of the Academy Trust in relation to one another, and to the Academy Trust's servants;

147.3. the setting aside of the whole or any part or parts of the Academy Trust's premises at any particular time or times or for any particular purpose or purposes;

147.4. the procedure at general meetings and meetings of the Governors and committees of the Governors in so far as such procedure is not regulated by the Articles; and

147.5. generally, all such matters as are commonly the subject matter of company rules.

148. The Academy Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Governors shall adopt such means as



**<<194>>**  
Single Academy

they think sufficient to bring to the notice of Members of the Academy Trust all such rules or bye laws, which shall be binding on all Members of the Academy Trust. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

**AVOIDING INFLUENCED COMPANY STATUS**

149. 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.
150. No person who is a Local Authority Associated Person may be appointed as a Governor if, once the appointment had taken effect, the number of Governors who are Local Authority Associated Persons would represent 20% or more of the total number of Governors. Upon any resolution put to the Governors, the maximum aggregate number of votes exercisable by any Governors who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Governors on such a resolution and the votes of the other Governors having a right to vote at the meeting will be increased on a pro-rata basis.
151. No person who is a Local Authority Associated Person is eligible to be appointed to the office of Governor unless his appointment to such office is authorised by the local authority to which he is associated.
152. If at the time of either his becoming a Member of the Academy Trust or his first appointment to office as a Governor any Member or Governor was not a Local Authority Associated Person but later becomes so during his membership or tenure as a Governor he shall be deemed to have immediately resigned his membership and/or resigned from his office as a Governor as the case may be.
153. If at any time the number of Governors or Members who are also Local Authority Associated Persons would (but for Articles 149 to 152 inclusive) represent 20% or more of the total number of Governors or Members (as the case may be) then a sufficient number of the Governors or Members (as the case may be) who are Local Authority Associated Persons shall be

**<<195>>**  
Single Academy

deemed to have resigned as Governors or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Governors or Members (as the case may be) is never equal to or greater than 20% of the total number of Governors or Members (as the case may be). Governors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment date the most recently appointed resigning first.

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

**<<196>>**  
Single Academy  
**GUIDANCE ON CO-OPERATIVE ACADEMY FORUMS**

The constitutional arrangements for Co-operative Academy Forums are as follows:

1. The members of each constituency shall elect one or more of their number to the Forum;
2. A majority of the members of the Forum shall comprise elected representatives of the membership constituencies;
3. No constituency's representatives shall comprise more than one third of the members of the Forum, and the staff constituency shall not comprise more than one quarter of the members of the Forum;
4. The Governors may at the request of the Forum designate one or more other organisations (including local or parish councils or any other organisations capable of having a positive impact on the work of the Academy Trust) to be Partner Organisations, and any such Partner Organisation shall be entitled to appoint a member of the Forum. The Governors shall also be entitled at the request of the Forum to terminate the designation as a Partner Organisation.
5. A person shall cease to be a member of the Forum (or shall not be eligible to be a member of the Forum, as appropriate) if:
  - 5.1. they resign from office;
  - 5.2. they fail to attend three consecutive meetings of the Forum;
  - 5.3. they cease to be a member of the constituency which elected them;
  - 5.4. they are removed from office by a resolution of two-thirds of the remaining members of the Forum for serious breach of any code of conduct which the Forum has adopted. No such resolution may be passed unless the Forum has invited the views of the person concerned and considered the matter in the light of any such views;
  - 5.5. they are convicted of an imprisonable offence.
6. In relation to members of the Forum:
  - 6.1. their term of office shall be three years, following which they shall be eligible to be re-elected or re-appointed (as appropriate). After serving three consecutive terms of office (whether or not any such

**<<197>>**

Single Academy

term was less than three full years), a person shall not be eligible to be re-elected or re-appointed for a period of one calendar year;

- 6.2. elections shall be held in accordance with rules to be determined by the Governors;
- 6.3. subject to article 20.4 one third of the elected members of the Forum shall retire at the end of each year. Not less than one third of the members of the Forum elected at the first AGM, to be chosen by lot, shall retire at the end of the second AGM; not less than one third of the members of the Forum elected at the first AGM, to be chosen by lot, shall retire at the end of the third AGM; the remaining members of the Forum elected at the first AGM shall retire at the end of the fourth AGM.
- 6.4. casual vacancies arising amongst elected members of the Forum shall remain vacant unless the [Governors] decide:
  - 6.4.1. that an election shall be held; or
  - 6.4.2. that the next highest polling candidate at the most recent election, who is willing to take office, shall do so.

7. The procedures for the Forum shall be as follows.

- 7.1. The Forum shall meet at least [three] times each year;
- 7.2. A quorum shall be half of the members of the Forum, and representatives from not less than half of the constituencies;
- 7.3. Each year, the Forum shall elect one of its number to be its chair. The Chair must be a Governor and may be the Chairman of the Governors;
- 7.4. The chair of the Forum, or in their absence another member of the Forum chosen by those present shall chair a meeting;
- 7.5. Each member of the Forum shall have one vote on any matter to be decided by the Forum, and in the event of an equality of votes, the chair of the meeting shall have a second or casting vote;
- 7.6. If any member of the Forum has a material involvement in a matter being considered by the Forum (other than by virtue of being a

**<<198>>**

Single Academy

member of a constituency), they shall declare it, and may take part in the discussion of the matter unless the remaining members of the Forum decide otherwise, but they may not vote on the matter;

- 7.7. The Forum may establish its own standing orders for meetings, and a code of conduct to be followed by all members of the Forum.