THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

LDBS ACADEMIES TRUST

27 July 2012 v7
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Annex A

Memorandum & Articles of Association

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of

LDBS Academies Trust

Each subscriber to the Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

NAME OF EACH SUBSCRIBER	AUTHENTICATION OF EACH SUBSCRIBER
THE LONDON DIOCESAN FUND London Diocesan House 36 Causton Street London SW1P 4AU	THE LONDON DIOCESAN FUND
THE LONDON DIOCESAN BOARD FOR SCHOOLS SCHOOLS London Diocesan House 36 Causton Street London SW1P 4AU	THE LONDON DIOCESAN BOARD FOR
Mr Inigo Rodney Milman Woolf 10 Conlston Court 96 High Street Harrow Middlesex HA1 3LP	Mr Inigo Rodney Milman Woolf

Date: 16/08/2012

THE COMPANIES ACT 2006

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INTERPRETATION

1. In these Articles:-

   a. "the Academies" means all the schools referred to in Article 5(h) and established 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 in any year;

   c. "Additional Directors" means the Directors appointed pursuant to Article 61 and 61A;

   d. "the Articles" means these Articles of Association of the Company;

   e. "Chief Executive Officer" means such person as may be appointed by London Diocesan Board for Schools as the Chief Executive Officer of the Company;

   f. "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor;

   g. "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;

   h. "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;

   i. "the Directors" means save as otherwise defined at Article 6.9 the directors of the Company (and "Director" means any one of those directors);

   j. "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

   k. "Further Directors" means the Directors appointed pursuant to Article 62 ;

l. "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);

m. "London Diocesan Board for Schools" means the diocesan board of education for the Diocese of London being a charitable company limited by guarantee, Charity Registration Number 313000 Company Number 198131, whose registered office is at 36 Causton Street, London, SW1P 4AU;

n. "London Diocesan Fund" means the diocesan board of finance for the Diocese of London being a charitable company limited by guarantee, Charity Registration Number 241083 Company Number 150856, whose registered office is at 36 Causton Street, London, SW1P 4AU;

o. "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;

p. "Local Governing Bodies" means the committees appointed pursuant to Articles 100-104 (and "Local Governing Body" means any one of these committees);

q. "Member" means a member of the Company and someone who as such is bound by the undertaking contained in Article 8;

r. "the Memorandum" means the Memorandum of Association of the Company;

s. "Office" means the registered office of the Company;

t. "Parent Directors" means the Directors if appointed pursuant to Articles 53 – 56 inclusive;"Principals" means the head teachers of the Academies (and "Principal" means any one of these head teachers);

u. "Principal Regulator" means the body or person appointed as the Principal Regulator under the Charities Act 2011;

v. "Relevant Funding Agreements" 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;

w. "Scheme of Delegation" means the terms of reference for the delegation of powers and responsibilities by the Directors to the Local Governing Bodies;

x. "the seal" means the common seal of the Company if it has one;

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

z. "Secretary of State" means the Secretary of State for Education or successor;

aa. "Sponsor" means LDBS having been recognised by the Secretary of State as the sponsor, supporter or promoter, where appropriate, of any Supported Academy;

bb. "Supported Academy" means an Academy who is either sponsored or supported by the Sponsor from time to time and whilst it is so sponsored or supported as determined by the Directors;

cc. "Staff Director" means an employee of the Company who may be appointed as a Director pursuant to Article 50A;

dd. "teacher" means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services at one or more Academies;

ee. "the United Kingdom" means Great Britain and Northern Ireland;

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

gg. 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;

hh. 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 LDBS Academies Trust (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 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 Church of England schools ("**the Academies**") designated as such which shall offer a broad and balanced curriculum and shall be conducted in accordance with the principles, practices and tenets of the Church of England including any trust deed governing the use of land used by any Academy both generally and in particular in relation to arranging for religious education and daily acts of worship and having regard to any advice and following directives issued by the London Diocesan Board for Schools; and

b) as purely ancillary to (a) above to promote for the benefit of the inhabitants of the areas served by the Academies 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.

5. In furtherance of the Object 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) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

(d) subject to Article 6 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;

(e) to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Object;

(f) 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;

(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 cover the liability of Directors and members of any Local Governing Body (in so far as necessary) 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 Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors and members of any Local Governing Body knew to be a breach of trust or breach of duty or which was committed by the Directors and members of any Local Governing Body 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 Directors and members of any Local Governing Body in their capacity as Directors or members of any Local Governing Body;

(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 Object.

6.1 The income and property of the Company shall be applied solely towards the promotion of the Object.

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

(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 pupils and former pupils, and otherwise to encourage and assist pupils and former pupils;

(j) to provide educational facilities and services to students of all ages and the wider community for the public benefit;

(k) to carry out research into the development and application of new techniques in education in particular in relation to the areas of curricular specialisation of each of the Academies and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in academies;

(l) subject to such consents as may be 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 Object 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 object (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;
the performance of the investments is reviewed regularly with the Directors;

(iii) the Directors are entitled to cancel the delegation arrangement at any time;

(iv) the investment policy and the delegation arrangement are reviewed at least once a year;

(v) 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

(vi) the financial expert must not do anything outside the powers of the Directors;

d) be paid interest on money lent to the Company 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 Directors, or 0.5%, whichever is the higher.

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.

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.

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 him or her when acting on behalf of the Company, but excluding expenses in connection with foreign travel.

6.6 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 or any Staff Directors whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8);
(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.

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) his or her 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 (unless present solely in his capacity as an employee); or

iii) 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 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 or any Staff Director (a Director pursuant to Articles 46, 50A and/or 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.

(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 or any Staff Director) 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.

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 he or she is 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.

9. If the Company 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 Company (except to a member that is itself a charity), 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 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 the written consent of the Secretary of State and the London Diocesan Board for Schools.

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; or (c) that it might weaken the maintenance of an effective Church of England ethos at the Academies.

MEMBERS

12. The Members of the Company shall comprise

    a. the signatories to the Memorandum[15];

    b. London Diocesan Board for Schools;

    c. 1 person appointed by the Secretary of State, in the event that the Secretary of State appoints a person for this purpose;

    d. London Diocesan Fund; and

    e. any person appointed under Article 16;

12A. The Secretary of State's appointed Member (further to Article 12c) shall become a Member upon the Secretary of State delivering or posting (by registered post) to the office of the Company a notice appointing a person as his Member.

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

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[15] There must be no less than 3 signatories to the Memorandum of Association.

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, dies or becomes legally incapacitated;

b) in the case of a corporate entity, ceases to exist and is not replaced by a successor institution; or

c)becomes insolvent or makes any arrangement or composition with its creditors generally

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

15. Membership will terminate automatically if:

a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;

b) a Member (which is an individual) dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or

c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally

d) a Member who was a Member by virtue of his post ceases to hold the relevant post provided that if automatic termination in this instance would result in the number of Members being less than three, the Member shall remain a Member until a further Member is appointed (which the remaining two Members shall be free to make without the approval of the retiring Member notwithstanding the provisions of Article 16) at which time the membership of the retiring Member shall terminate.

16. The Members may agree unanimously in writing to appoint such additional Members as they think fit and may unanimously (save that the agreement of the Member(s) to be removed shall not be required) in writing agree to remove any such additional Members.

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.

18. Any Member may resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be one immediately on the receipt by the Company of a notice in

writing signed by the person or persons entitled to remove him under Articles 13 or 16 provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member.

GENERAL MEETINGS

19. The Company shall hold an Annual General Meeting every 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.

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.

    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 Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum.

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 chairman, if any, of the Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be the chairman.

26. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.

27. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.

28. The chairman 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 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 chairman; or

    (b) by at least two Members having the right to vote at the meeting; or,

    (c) by a Member or Members representing not less than one-tenth of

the total voting rights of all the Members having the right to vote at the meeting.

30. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

31. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

32. A poll shall be taken as the chairman 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.

33. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

34. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

35. 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

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 him 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 chairman whose decision shall be final and conclusive.

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 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 Company to be held on .....20[ ], and at any adjournment thereof.
>
> Signed on ..... 20[ ]"

41. 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 Directors may approve)-

> "I/We, ..., of ....., being a Member/Members of the above-named Company, 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 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 he thinks 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;

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any 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 he represents 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 and 63, the Company shall have the following Directors:

a. Directors, appointed under Article 50;

b. any Staff Directors, if appointed under Article 50A;

c. the Chief Executive Officer if appointed;

d. Parent Directors if appointed under Articles 53-56;

e. Any Additional Directors, if appointed under Article 61, 61A or 67A;

f. Any Further Directors, if appointed under Article 62 or Article 67A;

g. Up to 2 Directors, if appointed by the Secretary of State in accordance with the terms of any of the Relevant Funding Agreements following the provision of a notice by the Company to terminate that Relevant Funding Agreement.

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 or the Chief Executive Officer has not been appointed, then the relevant Article or part thereof shall not apply.

APPOINTMENT OF DIRECTORS

50. The Members may appoint such number of Directors as they see fit having regard to:

(a) any recommendations and views of the Directors in relation to ensuring that the people serving on the Board of Directors between them have an appropriate range of skills and experience and due attention is given to succession planning;

(b) if relevant, the nomination by any third party organisation, from whom the Academies receive support or with whom the Company is working in partnership including any company or organisation connected to the Sponsor, of persons appointed to represent the views of such third party; and

(c) the desirability of ensuring there is representation amongst the Directors from the parents of registered pupils at the Academies.

50A. The Directors may appoint Staff Directors to be Directors through such process as they may determine provided that the total number of Directors including the Chief Executive Officer who are employees of the Company does not exceed one third of the total number of Directors. Any Staff Director who fulfils an executive function will serve as a Director for as long as he or she remains in post.

51. Not Used

52. Not Used

53. In circumstances where the Directors have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100 there shall be a minimum of 2 Parent Directors and otherwise such number as the Directors shall decide who shall be appointed or elected in accordance with Articles 54 - 56.

54. Parent Directors shall be elected by parents of registered pupils at the Academies and must be a parent at the time when he is elected.

54A. Notwithstanding Article 53, if no parents put themselves forward for election the number of Parent Directors required need not be made up by Parent Directors appointed by the Directors.

55. The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Directors, including any question of whether a person is a parent of a registered pupil at one of the Academies. Any election of the Parent Directors which is contested shall be held by secret ballot.

56. In appointing a Parent Director the Directors shall appoint a person who is the parent of a registered pupil at an Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

CHIEF EXECUTIVE OFFICER

57. The Chief Executive Officer shall be a Director for as long as he remains in office as such.

CO-OPTED DIRECTORS

58. The Directors may appoint up to 3 Co-opted Directors. 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.

APPOINTMENT OF ADDITIONAL DIRECTORS

59. The Secretary of State may give a warning notice to the Directors where he is satisfied—

i) that the standards of performance of pupils at any of the Academies are unacceptably low, or

ii) that there has been a serious breakdown in the way any of the Academies are managed or governed, or

iii) that the safety of pupils or staff of any of the Academies is threatened (whether by a breakdown of discipline or otherwise).

60. For the purposes of Article 59 a 'warning notice' is a notice in writing by the Secretary of State to the Company delivered to the Office setting out—

(a) the matters referred to in Article 59;

(b) the action which he requires the Directors to take in order to remedy those matters; and

(c) the period within which that action is to be taken by the Directors ('the compliance period').

61. The Secretary of State may appoint such Additional Directors as he thinks fit if the Secretary of State has:

(a) given the Directors a warning notice in accordance with Article 59; and

(b) the Directors have failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period.

61A The Secretary of State may also appoint such Additional Directors where following an Inspection by the Chief Inspector in accordance with the Education Act 2005 (an "Inspection") an Academy 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 as defined in the Relevant Funding Agreement shall be regarded as the grade received by the Academy.

62. The Secretary of State may also appoint such Further Directors as he thinks fit if a Special Measures Termination Event (as defined in the Relevant Funding Agreement) occurs in respect of any Academy.

63. Within 5 days of the Secretary of State appointing any Additional or Further Directors in accordance with Articles 61, 61A or 62, any Directors appointed under Article 50 and holding office immediately preceding the appointment of such Directors, shall resign immediately and the Members' power to appoint Directors under Article 50 shall remain suspended until the Secretary of State removes one or more of the Additional or Further Directors.

TERM OF OFFICE

64. The term of office for any Director shall be 4 years , save that this time limit shall not apply to the Chief Executive Officer or any Staff Director who serves in an executive capacity. 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 he resigns his office by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect).

66. A Director shall cease to hold office if he is removed by the person or persons who appointed him. This Article does not apply in respect of a Parent Director or Academy Director.

67. Where a Director resigns his office or is removed from office, the Director or, where he is removed from office, those removing him, shall give written notice thereof to the Secretary.

67A. Where an Additional or Further Director appointed pursuant to Articles 61, 61A or 62 ceases to hold office as a Director 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 Director in his place.

DISQUALIFICATION OF DIRECTORS

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

69. A Director shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

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

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

(a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or

(b) he is 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 he ceases to be a Director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of any provision in 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 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.

75. A person shall be disqualified from holding or from continuing to hold office as a Director at any time when he is:

(a) included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or

(b) disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or

(c) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006)

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

77. A person shall be disqualified from holding or continuing to hold office as a Director 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 any provision in the Charities Act 2011.

78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if he has not provided to the chairman of the Directors 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 chairman or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the Secretary.

80. Articles 68 to 79 and Articles 97-98 also apply to any member of any committee of the Directors, including a Local Governing Body, who is not a Director.

SECRETARY TO THE DIRECTORS

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

CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS

82. The Directors shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number. A Director who is employed by the Company shall not be eligible for election as chairman or vice-chairman.

83. Subject to Article 84, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with Article 85.

84. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Secretary. The chairman or vice-chairman shall cease to hold office if—

(a) he ceases to be a Director;

(b) he is employed by the Company;

(c) he is removed from office in accordance with these Articles; or

(d) in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.

85. Where by reason of any of the matters referred to in Article 84, a vacancy arises in the office of chairman or vice-chairman, the Directors shall at their next meeting elect one of their number to fill that vacancy.

86. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.

87. Where in the circumstances referred to in Article 86 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Directors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Director elected shall not be a person who is employed by the Company.

88. The Secretary shall act as chairman during that part of any meeting at which the chairman is elected.

89. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.

90. The Directors may remove the chairman or vice-chairman from office in accordance with these Articles.

91. A resolution to remove the chairman or vice-chairman 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 chairman's or vice-chairman'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 chairman or vice-chairman from office, the Director or Directors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

POWERS OF DIRECTORS

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the 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 Object 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 Object;

(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 his duties as a Director shall disclose that fact to the Directors as soon as he becomes aware of it. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his 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 Secretary for the purposes of the meeting; and shall be signed (subject to the approval of the Directors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a 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 separate committees to be known as Local Governing Bodies for each Academy and the Directors shall be free to appoint one committee for several academies if they so wish; and

b) 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. The Directors shall ensure that any Local Governing Body shall include at least 2 elected representatives of the parents of pupils attending the relevant Academy.

102. The power of delegation exercised under Article 105 in relation to the establishment of a Local Governing Body for an Academy shall be by way of Scheme of Delegation. The first Scheme of

Delegation to be put in place for an Academy following incorporation will follow the framework Scheme of Delegation attached to these Articles.

103. All members of a Local Governing Body shall upon their appointment or election give a written undertaking to the Directors to uphold the Object of the Company.

104. The functions and proceedings of the Local Governing Bodies shall be subject to regulations made by the Directors from time to time.

DELEGATION

105. The Directors may 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 subject to any conditions the Directors may impose, and may be revoked or altered.

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, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.

CHIEF EXECUTIVE OFFICER AND PRINCIPALS

107. The Directors shall appoint the Chief Executive Officer and the Principals of the Academies. 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).

MEETINGS OF THE DIRECTORS

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 Secretary. In exercising his functions under this Article the Secretary shall comply with any direction—

a. given by the Directors; or

b. given by the chairman of the Directors or, in his absence or where there is a vacancy in

the office of chairman, the vice-chairman 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 Secretary, requisition a meeting of the Directors; and it shall be the duty of the Secretary to convene such a meeting as soon as is reasonably practicable.

111. Each Director shall be given at least fourteen clear days before the date of a meeting –

i) notice in writing thereof, signed by the Secretary, 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 chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

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 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.

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 Secretary to convene a meeting accordingly.

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. If the Secretary of State has appointed Additional or Further Directors then a majority of the quorum must be made up of Additional or Further Directors.

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) Not Used

(b) any vote on the removal of a Director in accordance with Article 66;

(c) any vote on the removal of the chairman 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 entitled to vote on those respective matters.

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 chairman of the meeting shall have a casting vote in addition to any other vote he 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, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such

a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

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 chairman of that meeting;

c. the signed minutes of every such meeting; and

d. any report, document or other paper considered at any such meeting,

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

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 pupil 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.

126. Any Director shall be able to participate in meetings of the Directors by telephone or video conference provided that:

a. 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,

b. the Directors have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

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 he is 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 Secretary or by a second Director.

ACCOUNTS

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

ANNUAL REPORT

130. The Directors shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Company 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

131. The Directors shall comply with their obligations under Part 24 of the Charities 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 Company was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

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 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.

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 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 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 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 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 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

136. Subject to the provisions of the Companies Act 2006 every Director or other officer or auditor of the Company and every member of any Local Governing Body (in so far as necessary) shall be indemnified out of the assets of the Company 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 Company.

RULES

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

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

b. the conduct of Members of the Company in relation to one another, and to the Company's servants;

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

d. the procedure at general meetings and meetings of the Directors and committees of the Directors and meetings of the Local Governing Bodies in so far as such procedure is not regulated by the Articles; and,

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

138. The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Company all such rules or bye laws, which shall be binding on all Members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the 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 as a Director if, once the appointment 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 to the office of Director unless his appointment to such office is authorised by the local authority to which he is associated.

142. If at the time of either his becoming a Member of the Company or his first appointment to office as a Director any Member or Director was not a Local Authority Associated Person but later becomes so during his membership or tenure as a Director he shall be deemed to have immediately resigned his membership and/or resigned from his 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 date the most recently appointed 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).

Annex B

Arrangements for pupils with Special Educational Needs ('SEN') and disabilities at Mainstream Academies

Duties in relation to pupils with SEN[16]

1. The Directors of the Company must, in respect of each **Mainstream Academy**, comply with all of the duties imposed upon the governing bodies of maintained schools in;

   - Part 4 of the Education Act 1996 as amended from time to time[17];
   - The Education (Special Educational Needs) (Information) Regulations 1999 as amended from time to time;
   - The Education (Special Educational Needs Co-ordinators) (England) (Amendment) Regulations 2008 as amended from time to time[18].

2. Notwithstanding any provision in this Agreement, the Secretary of State may (whether following a complaint made to him or otherwise) direct the Company to comply with an obligation described in this Annex where the Company has failed to comply with any such obligation.

3. Where a child who has SEN is being educated in a **Mainstream Academy**, those concerned with making special educational provision for the child must secure that the child engages in the activities of the school together with children who do not have SEN, so far as is reasonably practicable and is compatible with:

   (a) the child receiving the special educational provision which his learning difficulty calls for,

   (b) the provision of efficient education for the children with whom he will be educated, and

   (c) the efficient use of resources.

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[16] Duties in relation to pupils with SEN at Special Academies are at clause 12A of the Master Funding Agreement.

[17] Currently these duties are in sections 313 (Duty to have regard to the Special Educational Needs Code of Practice 2001); 317 (Duties in relation to pupils with special educational needs), 317A (Duty to advise parents that special educational provision is being made); and 324(5)(b) (Duty to admit the child where a school is named in the statement).

[18] These Regulations are amended by The Education (Special Educational Needs Co-ordinators) (England) (Amendment) Regulations 2009 (SI 2009 No 1387).

4. In addition to complying with the duties imposed upon the governing bodies of maintained schools set out in The Education (Special Educational Needs) (Information) Regulations 1999 (as amended from time to time) the Company must ensure that the website for each Academy includes details of the implementation of its policy for pupils with special educational needs; the arrangements for the admission of disabled pupils; the steps taken to prevent disabled pupils from being treated less favourably than other pupils; and the facilities provided to assist access to the Academy by disabled pupils (disabled pupils meaning pupils who are disabled for the purposes of the Equality Act2010[19]).

Admissions[20]

5. The Company must ensure that for each **Mainstream Academy** pupils with SEN are admitted on an equal basis with others in accordance with the Academy's admissions policy.

6. Where a local authority ("LA") proposes to name a **Mainstream Academy** in a statement of SEN made in accordance with section 324 of the Education Act 1996, it must give the Company written notice that it so proposes. Within 15 days of receipt of the LA's notice that it proposes to name the Academy in a statement, the Company must consent to being named, except where admitting the child would be incompatible with the provision of efficient education for other children; and where no reasonable steps may be made to secure compatibility. In deciding whether a child's inclusion would be incompatible with the efficient education of other children, the Company must have regard to the relevant guidance issued by the Secretary of State to maintained schools.

7. If the Company determines that admitting the child would be incompatible with the provision of efficient education, it must, within 15 days of receipt of the LA's notice, notify the LA in writing that it does not agree that the Academy should be named in the pupil's statement. Such notice must set out all the facts and matters the Company relies upon in support of its contention that: (a) admitting the child would be incompatible with efficiently educating other children; and (b) the Company cannot take reasonable steps to secure this compatibility.

8. After service by the Company on the LA of any notice (further to paragraph 7 above) stating that it does not agree with the LA's proposal that the Academy be named, the Company must seek to establish from the LA, as soon as is reasonably practicable, whether or not the LA agrees with the Company. If the LA notifies the Company that it does not agree with the Company's response, and names the Academy in the

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[19] For the meaning of 'disabled', see section 6 of the Equality Act 2010.
[20] SEN Admissions requirements for special academies are set out in the Special Academy Supplemental Funding Agreement Annex 1.

child's statement, then the Company must admit the child to the school on the date specified in the statement or on the date specified by the LA.

9. Where the Company consider that the Academy should not have been named in a child's statement, they may ask the Secretary of State to determine that the LA has acted unreasonably in naming the Academy and to make an order directing the LA to reconsider.

10. The Secretary of State's determination shall, subject only to any right of appeal which any parent or guardian of the child may have to the First-tier Tribunal (Special Educational Needs and Disability), be final.

11. If a parent or guardian of a child in respect of whom a statement is maintained by the local authority appeals to the First-tier Tribunal (Special Educational Needs and Disability) either against the naming of an Academy in the child's SEN statement or asking the Tribunal to name an Academy, then the decision of the Tribunal on any such appeal shall be binding and shall, if different from that of the Secretary of State under paragraph 9 above, be substituted for the Secretary of State's decision.

12. Where the Company, the Secretary of State or the First-tier Tribunal (Special Educational Needs and Disability) have determined that it should be named, the Company shall admit the child to the Academy notwithstanding any provision of Annex 1 of the Supplemental Agreement of that Academy.