Department for Education

Academy Articles of Association

For use by multi-academy trusts with Church of England schools

September 2023

Pathway Trust

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MEMORANDUM AND ARTICLES OF ASSOCIATION

FOR MULTI-ACADEMY TRUSTS

WITH CHURCH OF ENGLAND SCHOOLS

This document has been drafted in consultation between

the National Society and the Department for Education.

It is suitable for multi-academy trusts with Church of England schools.

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Adopted by special resolution dated [ ]

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

PATHWAY TRUST

COMPANY NUMBER: 08397975

Interpretation

1. In these Articles:-

   a. “the Academies" means all the schools and educational institutions referred to in Article 4 and operated by the Company (and “Academy” means any one of those schools or educational institutions);

   b. “Academy Financial Year” means the academic year from 1st of September to 31st of August of the following year;

   c. “the Appropriate Diocesan Authority” means the Diocesan Board of Education for the diocese of the Church of England in which a Church Academy is situated;

   d. Not used;

   e. Not used;

   f. “the Articles” means these Articles of Association of the Company (excluding, for the avoidance of doubt, any Scheme of Delegation adopted by the Directors);

   g. "the Bath and Wells DBE Trust" means the company registered at Companies House under number 07778078 at Flourish House, Cathedral Park , Wells, Somerset, BA5 1FD ;

   h. “Chair” means the Chair of the Directors, save that for the purposes of Articles 23 – 44 chair means the individual appointed as chair of a General Meeting pursuant to Article 25;

   i. “Chief Executive Officer” means such person as may be appointed by the Directors as the Chief Executive Officer of the Company;

   j. “Church Academy” shall have the meaning in Article 4 of these Articles and has the meaning given to it in sections 19(4) and 5 of the Measure;

   k. “clear days” in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

l. “Company” means, save as otherwise defined at Article 6.9, the academy trust intended to be regulated by these Articles and referred to in Article 2;

m. Not used;

n. Not used;

o. “Diocesan Board of Education” means that body constituted under the Measure for the Diocese and any successor body;

p. "Diocesan Corporate Member"[1] means the Diocesan Board of Education acting through the Bath and Wells DBE Trust as the corporate body or person that the Diocesan Board of Education has delegated powers in accordance with these Articles;

q. “Diocesan Strategy” [2] means the academisation strategy for the Diocese as published on the relevant Diocesan website;

r. “Diocese” means the Church of England diocese in which any Church Academy is situated;

s. "Directors” means the directors of the Company, subject to the definition of this term at Article 6.9(b) in relation to Articles 6.2-6.9;

t. “electronic form” has the meaning given in section 1168 of the Companies Act 2006;

u. “Financial Expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

v. “Foundation church school” has the meaning given to it in sections 20 and 21 of the School Standards and Framework Act 1998 and section 19 of the Measure;

[1] Where Diocesan Corporate Member consent is required for a matter relating to a Church Academy, this must be obtained by the Diocesan Corporate Member from the Appropriate Diocesan Authority. The term ‘Diocesan Corporate Member’ may be replaced with the defined corporate body or person as set out in the definitions in the remainder of the Articles as agreed with the Appropriate Diocesan Authority.

[2]This is the academisation strategy of the Diocesan Board(s) of Education; the Diocesan Board(s) of Education must publish the academisation strategy in a readily accessible form on its/their website(s). The Diocesan Strategy may be amended or updated from time to time at the discretion of the Diocesan Board of Education.

w. Not Used;

x. “Funding Agreement” means an agreement or agreements between the Company and the Secretary of State under section 1 of the Academies Act 2010 for the establishment of any Academy or the carrying on of the Company, including any variation or supplemental agreements thereof;

y. "General Meeting" means a meeting of the Members of the Company convened in accordance with these Articles, and "Annual General Meeting" shall mean the yearly General Meeting of the Members convened in accordance with these Articles;

z. “Governance Professional” means the Governance Professional to the Directors or any other person appointed to perform the duties of the Governance Professional to the Directors, including a joint, assistant or deputy Governance Professional;

aa. Not used;

bb. “Local Authority Associated Person” means any person associated (within the meaning given in section 69(5) of the Local Government and Housing Act 1989) with any local authority by which the Company is influenced;

cc. “Local Governing Bodies” means the committees appointed pursuant to Articles 100 - 102 and 104 (and “Local Governing Body” means any one of these committees);

dd. "the Measure" means the Diocesan Boards of Education Measure 2021 (or any successor Diocesan Boards of Education Measure);

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

ff. “the Memorandum” means the Memorandum of Association of the Company;

gg. Not Used;

hh. “Office” means the registered office of the Company;

ii. “Parent” includes any person with parental responsibility or care for a pupil, student, or child;

jj. “Parent Directors” means the Directors elected or appointed pursuant to Articles 53 - 56;

kk. “Parent Local Governor” means the parent member of a Local Governing Body elected or appointed in accordance with Articles 54 - 56;

ll. Not used;

mm. “Principal Regulator” means the body or person appointed as the Principal Regulator under the Charities Act 2011;

nn. “Principals" means the head teachers of the Academies (and “Principal” means any one of these head teachers);

oo. “Scheme of Delegation” means an instrument by the Directors delegating such powers and responsibilities of the Directors as may be appropriate for them to delegate to the Local Governing Bodies consistently with the Object;

pp. “the seal” means the common seal of the Company if it has one;

qq. “Secretary of State” means the Secretary of State for Education or their successor;

rr. “Serious Criminal Offence” means any criminal offence excluding those which have been spent under the Rehabilitation of Offenders Act 1974 and excluding any offence for which the maximum sentence is a fine or a lesser sentence, except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011;

ss. “Site Trustees” [3] means those trustees or any charity holding the site of any Academy and providing it to the Company for use and occupation by that Academy;

[3] The term ‘Site Trustee’ is used to refer to the trustees of the charitable foundation for a Church Academy to avoid any confusion with the trustees of the Company (referred to as ‘Directors’ in these Articles).

tt. “Teacher” means a person employed under a contract of employment or a contract for services or otherwise engaged to provide their services as a teacher at one or more Academies;

uu. “Trust Deed” means any instrument (other than an instrument of government) regulating the constitution of the school’s governing body or the maintenance, management or conduct of the school;

vv. “the United Kingdom” means Great Britain and Northern Ireland;

ww. “Vice-Chair” means the Vice-Chair of the Directors;

xx. “Voluntary Aided” has the meaning given to it in the Education Acts as defined in section 578 of the Education Act 1996;

yy. “Voluntary Controlled” has the meaning given to it in the Education Acts as defined in section 578 of the Education Act 1996;

zz. words importing the singular number shall include the plural number, and vice versa;

aaa. 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;

bbb. any reference to a statute or statutory provision or measure shall include any statute or statutory provision or measure which replaces or supersedes such statute or statutory provision or measure including any modification or amendment thereto;

ccc. any reference to a document being ‘signed’ includes being executed under hand or seal or by any other method, and in the case of communication in electronic form, such references are to its being authenticated as specified by the Companies Act 2006;

ddd. any reference to communication or documents being ‘in writing’ or ‘written’ includes communications or documents which are in electronic form.

Company name and registered office

2. The company's name is Pathway 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 objects (“the Objects”) are specifically restricted to the following:

(a) to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which:

(i) shall include Church of England Academies designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship (**"Church Academies" and each a "Church Academy"**); and

(ii) may include other Academies whether with or without a designated religious character;

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

Where an Academy is designated with a religious character, in relation to the ethos and religious education provided at any Church Academy, the Directors shall have regard to any advice and follow any directives from the Appropriate Diocesan Authority issued pursuant to the Measure, and having due regard to the Diocesan Strategy, and

(b) to promote for the benefit of the inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need for 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 subject at all times to any restrictions contained within any trusts applying to land occupied by the Company.

Powers of the Company

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) (subject to such consents as may be required by law or as may be required from the Site Trustees as landlord/licensor where this is the case) to acquire, alter, improve and 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 Objects (including the maintenance of an effective Church of England ethos in relation to any Church Academy 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 companies, trusts, associations or institutions formed for the Object;

(f) to co-operate with other charities, other independent and maintained schools, academies and institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;

(g) to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;

(h) to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Directors provided that no Academy shall be

established, maintained or carried on by the Company without the consent of the Members by ordinary resolution; and provided that no Church Academy shall be established, maintained or carried on by the Company without the consent of the Appropriate Diocesan Authority and the Site Trustees for the Church Academy[4];

(i) to offer scholarships, exhibitions, prizes and awards to pupils and students and former pupils and former students, and otherwise to encourage and assist the educational attainment of pupils and students and former pupils and former students;

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

(k) to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools, educational institutions and the voluntary sector to the education of pupils and students in academies;

(l) subject to such consents as may be required from the Site Trustees or otherwise required by law and/or by any contract entered into by or on behalf of the Company, to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Company may think fit;

(m) to deposit or invest any funds of the Company not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a Financial Expert as the Directors consider necessary and having regard to the suitability of investments and the need for diversification);

(n) to delegate the management of investments to a Financial Expert, but only on terms that:

(i) the investment policy is set down in writing for the Financial Expert by the

[4] The consent of the Appropriate Diocesan Authority and the Site Trustees reflects the requirement for the consent of the appropriate diocesan authority under the Measure and to protect the historic foundation for church schools as outlined in the Trust Deed.

Directors;

(ii) every transaction is reported promptly to the Directors;

(iii) the performance of the investments is reviewed regularly with the Directors;

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

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

(vi) all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and

(vii) the Financial Expert must not do anything outside the powers of the Directors;

(o) to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the Directors or of a Financial Expert acting under their instructions, and to pay any reasonable fee required;

(p) to provide indemnity arrangements[5] to Directors, Site Trustees and the members of Local Governing Bodies, in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly[6];

(q) subject in respect of any use of their property to such consents as may be required from the Site Trustees and to any terms and conditions the Site Trustees may require, to establish subsidiary companies to carry on any trade

[5] Reference to 'indemnity arrangements' rather than 'insurance' is, in the Department's opinion, broad enough to also capture policies of insurance. It is for the Company to decide whether to avail itself of any available arrangements with the Secretary of State, and utilisation of the RPA will always be optional.
[6] It is important that Site Trustees are indemnified to safeguard the foundation for Church Academies.

or business for the purpose of raising funds for the Company[7];[8]

(r) to discharge any liability necessarily incurred by the Site Trustees to further the purposes of the Company; and

(s) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects and appropriate to the religious character of any Church Academy including entering into any protocol, arrangement or agreement with the Diocesan Board of Education and any Appropriate Diocesan Authority as applicable, in relation to the exercise of powers and discharge of functions under the Measure.

Use of income and property

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

6.2 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. Nonetheless a Member 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 to the Company if the amount of the rent and other terms of the letting are reasonable and proper; and

(d) be paid interest on money lent to the Company at a reasonable and proper rate, such rate not to exceed 2% per annum below the base lending rate of a UK clearing bank selected by the Directors, or 0.5%, whichever is the higher.

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

[7] The consent and involvement of the Site Trustees will be required if such trade or business is to be carried out on the Site Trustees' land and the Site Trustees shall be entitled to impose such terms and conditions as they see fit in relation to such use of the land. Alternatively, the Site Trustees may wish to establish their own trading company for these purposes.

[8] This provision is to ensure that the company cannot use Site Trustee land without gaining Site Trustees' consent in advance.

(a) the remuneration or other sums paid to the Member do not exceed an amount that is reasonable in all the circumstances;

(b) the Directors are satisfied that it is in the interests of the Company to contract with that Member rather than with someone who is not a Member. In reaching that decision the Directors must balance the advantage of contracting with a Member against the disadvantages of doing so; and

(c) the reason for their decision is recorded by the Directors in the minute book.[9]

Directors and Site Trustees benefiting from indemnity arrangements

6.3 A Director and a Site Trustee[10] may benefit from any indemnity arrangement purchased at the Company's expense, or any arrangement so agreed with the Secretary of State to cover the liability of the Directors and the Site Trustees 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 or to any trust of any Academy site, provided that any such arrangement shall not extend to[11]:

(i) any claim arising from any act or omission which the Directors or Site Trustees (or any of them) knew to be a breach of trust (including a breach of any trust relating to any Academy site) or breach of duty or which was committed by the Directors or Site Trustees (or any of them) in reckless disregard to whether it was a breach of trust or breach of duty or not; and

(ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Directors or Site Trustees (or any of them) in their capacity as

[9] This wording largely replicates the procedure for authorising a benefit to Directors as set out in Article 6.8. Whilst the procedure for authorising a benefit to Directors is also subject to a statutory framework under the Companies Act 2006, which is not applicable to Members, the Department nonetheless recommends that, in order to aid transparency and ensure good financial governance, Members' benefits must also be authorised by the Directors.

[10] The Site Trustees can be covered and their reasonable and justified costs met by the Company to the extent that it is in the interest of the Company to do so, for example, to indemnify Site Trustees from any liabilities or costs that may arise due to the occupation use or development of the site by the Company. Contractual terms in the Church Supplemental Agreement or other documentation may well require such an indemnity or such costs to be met.

[11] The Company is required to obtain the consent of the Site Trustees before using its land for anything other than educational purposes and as such there will need to be a process set down by the Site Trustees for obtaining such consent. It is vital that the Site Trustees ensure that the appropriate officer with the correct authority is both involved in this process and reports back to the Site Trustees as soon as practically possible to ensure that the Site Trustees are kept informed and to protect the Site Trustees against breaches of its own Trust Deed.

directors of the Company or as Site Trustees of any Academy site respectively.

Further, this Article does not authorise a Director or Site Trustee to benefit from any indemnity arrangement that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.

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

Directors' reasonable expenses and restrictions on benefits and payments

6.5 A Director may at the discretion of the Directors be reimbursed from the property of the Company for reasonable expenses properly incurred by them when acting on behalf of the Company, but excluding expenses in connection with foreign travel.

6.6 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, to the extent that they are a Director, whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8); or

(d) receive any other financial benefit from the Company:

unless:

(i) the payment is permitted by Article 6.7 and the Directors follow the procedure and observe the conditions set out in Article 6.8; or

(ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

6.7 Subject to Article 6.8, a Director may:

(a) receive a benefit from the Company in the capacity of a beneficiary of the Company;

(b) be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Director;

(c) receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors, or 0.5%, whichever is the higher; and

(d) receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the lease are reasonable and proper.

6.8 The Company and its Directors may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

(a) the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances;

(b) the Director is absent from the part of any meeting at which there is discussion of:

(i) their employment, remuneration, or any matter concerning the contract, payment or benefit; or

(ii) their performance in the employment, or their performance of the contract; or

(iii) any proposal to enter into any other contract or arrangement with them or to confer any benefit upon them 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) in relation to proposed contracts for employment or services (except, where the Chief Executive Officer is a Director, the principal employment contract or contract for services under which they are employed or engaged by the

Company), 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); and

(e) the reason for their decision is recorded by the Directors in the minute book; and

(f) a majority of the Directors then in office have received no such payments or benefit.

6.8A The provision in Article 6.6(c) that no Director may be employed by or receive any remuneration from the Company (other than the Chief Executive Officer to the extent they are a 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 their capacity as an employee of the Company and provided that the procedure as set out in Articles 6.8(b) 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 their partner;

(c) the employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

- a partner;

- an employee;
- a consultant;
- a director;
- a member; or
- a shareholder, unless the shares of the company are that of a public company which are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

Liability of Members

7. The liability of the Members of the Company is limited.

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

Arrangements for Company property on closure of trust

9. If the Company is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Company (except for a Member which is itself a charity fulfilling the criteria set out below), but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 6 above, chosen by the Members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

Restrictions on alterations to articles to protect the Church Academy

10. No alteration or addition shall be made to or in the provisions of the Articles without the written consent of the Appropriate Diocesan Authority. No alteration or addition to these Articles which would or is likely to affect the governance or Church of

England ethos of any Church Academy shall be made without the written consent of the Appropriate Diocesan Authority and the Site Trustees of the Church Academy.

10A No alteration to the name of the Company shall be made without the written consent of the Diocesan Corporate Member, in addition to legal requirements and no alteration to the name of a Church Academy shall be made without the written consent of the Appropriate Diocesan Authority.[12]

Restrictions on alterations to articles to protect charitable company status

11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect: (a) that the Company would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Company would cease to be a charity; or (c) that it, in the reasonable opinion of the Diocesan Corporate Member might weaken the maintenance of the ethos (whether Church of England or otherwise) at the Academies.

Members[13]

12. The Members of the Company shall comprise:[14]

(a) the Diocesan Corporate Member;

(b) up to two persons appointed by the Diocesan Corporate Member (whether corporate or individual);

[15] and

(c) up to three persons appointed under Article 15A ,

provided that at any time the minimum number of Members shall not be less than three.

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[12] The names of the respective academies should be named in the Church Supplemental Agreement as they are in the Supplemental Funding Agreement..

[13] The Department recommends that the company should have at least five members but this is not a legal requirement.

[14] b and c to replicate governance structure in Diocesan Strategy including details of any bodies, ex officio appointments etc linked to church representation - individual members can be added to or replace b and c to reflect local context as long as CofE representation is minimum 25%.

[15] There should be significant separation between the individuals who are Members and those who are Directors. If Members sit on the board of Directors this may reduce the objectivity with which the Members can exercise their powers. The Department's strong preference is for a majority of Members to be independent of the board of Directors.

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

12B. There must be a majority of Members who are not also Directors.

Right to remove Members

13. Each person entitled to appoint Members in Article 12 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise. Where relevant, the Member whose proposed removal is the subject of the resolution shall not be entitled to vote on that resolution.

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

(a) in the case of an individual, die or become legally incapacitated;

(b) in the case of a corporate entity, cease to exist and are not replaced by a successor institution;

(c) becomes insolvent or makes any arrangement or composition with their creditors generally; or

(d) ceases to themselves be a Member,

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

Disqualification and termination of membership

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

(a) that Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering their own affairs;

(b) that Member resigns by giving notice to the Company in writing unless the resignation would cause there to be fewer than three Members;

(c) that Member has been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced, or if they are the subject of a bankruptcy restrictions order or an interim order;

(d) that Member is a corporate entity and:

(i) ceases to exist and not replaced by a successor institution;

(ii) a resolution or order is made for the Member to be wound up or to enter into administration;

(iii) enters into any arrangement or composition with its creditors; or

(iv) becomes insolvent;

(e) that Member has been convicted of a Serious Criminal Offence;

(f) that Member has not provided to the Chair a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or if such a certificate discloses information which the Chair considers would make that Member unsuitable for their role. If a dispute arises as to whether the Member should be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final;

(g) that Member refuses to consent to any checks required by the Secretary of State under the provisions of the Funding Agreement or otherwise;

(h) that Member is found to be unsuitable to be a Member by the Secretary of State under the provisions of the Funding Agreement;

(i) that Member is employed by the Company;

(j) that Member would be disqualified from being a trustee of the Company for any other reason, regardless of whether they are also a Site Trustee.

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

Appointing and removing Members

15A. The Members with the written consent of the Diocesan Corporate Member may agree by passing a special resolution, appoint up to three persons as Members as they

think fit provided that the number of Members appointed under this Article 15A would not thereby exceed 50% of the total number of Members.[16]

16. Not used.

Members and the Charitable Objects

16A. In exercising their rights under these Articles and the Companies Act 2006, the Members shall not do anything or take any action which would cause the Company to contravene its Object.

Consent to become a Member

17. Every person nominated to be, and agrees to be, a Member of the Company shall sign a written consent to become a Member and shall be entered in the register of Members[17].

Member resignation

18. Any individual (but not corporate) 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 them under Article 13 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.

18A. The Diocesan Corporate Member is not precluded by its membership of the Company from taking any action or exercising any function it has as Diocesan Board of Education under the Measure.

Annual General Meeting

19. The Company shall hold an Annual General Meeting each Academy Financial 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

[17] It is a requirement of company law that the Company maintains a register of Members and a register of Directors at all times.

incorporation, it need not hold it in the year of its incorporation or the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All meetings other than Annual General Meetings shall be called General Meetings.

Arrangements for General Meetings

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

Notice of General Meetings

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

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

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

Proceedings at General Meetings

23. No business shall be transacted at any meeting unless a quorum is present. A quorum is a majority of the total Members. A member counts towards the quorum by being present in person or by proxy and entitled to vote upon the business to be transacted.

23A. A person may attend a General Meeting by telephone or by any suitable electronic means by which all those participating in the meeting are able to communicate with all other participants.

23B. A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. A meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.

24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

25. The Members present and entitled to vote at the meeting shall elect by ordinary resolution one of their number to be the chair, and such election shall be binding on all Members and Directors present at the meeting.

26. Not used.

27. A Director shall, notwithstanding that they are not a Member, be entitled to attend and speak at any General Meeting.

28. The chair may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded:

(a) by the chair; or

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

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

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

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

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

32. A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

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

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

Votes of Members

36. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

37. Not used.

38. No Member shall be entitled to vote at any General Meeting unless all moneys then payable by them to the Company have been paid.

39. No objections shall be raised to the qualification of any person to vote at any General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

Voting by proxy

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

> "I/We, …….., of ……, being a Member/Members of the above named Company, hereby appoint …… of ……, or in their absence, …….. of ……. as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the Annual General Meeting/ General Meeting of the Company to be held on …..20[ ], and at any adjournment thereof.
>
> Signed on …..20[ ]"

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

> "I/We, ……., of ……., being a Member/Members of the above-named Company, hereby appoint …. of ……., or in their absence, ….. of ……, as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the Annual

General Meeting/ General Meeting of the Company, to be held on …. 20[ ], and at any adjournment thereof.

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

Resolution No. 1 *for * against

Resolution No. 2 *for * against.

* Strike out whichever is not desired.

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

Signed on ….20[ ]"

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

(a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Governance Professional or to any Director,

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

43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by

the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

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

Directors [18]

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.

45A. All Directors upon their appointment or election and before exercising any duties as a Director shall give a written undertaking to the Site Trustees and the Diocesan Corporate Member to uphold the Objects of the Company.

46. Subject to Articles 48 - 49 and 53, the Company shall have the following Directors:[19]

(a) no fewer than three Directors appointed under Articles 50 and 50A, so that the total number of Directors appointed under Article 50A never falls below 50% of the total number of Directors[20];

(b) not used; and

(c) a minimum of two Parent Directors elected or appointed under Articles 53 - 56

[18] The articles of association of the proprietor of a 16 to 19 Academy with a religious designation must provide for a majority of the directors of the proprietor to be persons appointed for the purposes of securing, so far as practicable, that— (a) the character of the designated Academy reflects the tenets of the religion or religious denomination in relation to which the Academy is designated, and (b) in a case where there is a Trust Deed affecting the designated Academy, the Academy is conducted in accordance with it…" (from section 8B(1) of the Academies Act 2010, inserted by the Skills and Post-16 Education Act 2022).

[19] a and b to replicate governance structure in Diocesan Strategy – reflect local context as long as CofE representation is not less than 25%.

[20] The Company must have obtained the Diocesan Corporate Member's prior written consent to the number that is included here.

in the event that no Local Governing Bodies are established under Article 100(a) or if no provision is made for at least two Parent Local Governors on each established Local Governing Body pursuant to Article 101A.

47. Not used.

48. Not used.

49. Not used.

Appointment of Directors

50. The Members may appoint by ordinary resolution up to 6 Directors provided that the number appointed under 50A shall not thereby fall below 50% of the total number of Directors.

50A. The Diocesan Corporate Member may appoint, through such processes as it may determine, up to 6 Directors to ensure that the character of each Church Academy reflects its designated religious denomination and is conducted in accordance with its Trust Deed[21].

50B. The total number of Directors (including the Chief Executive Officer if they so choose and are appointed to act as Director under Article 57) who are employees of the Company shall not exceed one third of the total number of Directors.

50C. In any circumstances where the Secretary of State is entitled to serve a warning notice under the Funding Agreement or in the opinion of the Appropriate Diocesan Authority the standards or the ethos of any Church Academy have fallen unacceptably low then the Diocesan Corporate Member may stipulate that one or more additional Directors nominated by it shall be appointed to the board of the Company and may take the number of Directors appointed by the Diocesan Corporate Member above 50% of the total number of Directors.

50D. Where the relevant Church Academy has improved and is no longer eligible for a warning notice or following an inspection under s48 of the Education Act 2005, the Company may apply to the Diocesan Corporate Member to gain their consent to remove the additional directors appointed under Article 50C.

51. Not used.

52. Not used.

Parent Directors

53. In circumstances where the Directors have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100(a) or if no provision is made for at least two Parent Local Governors on each established Local Governing Body pursuant to Article 101A there shall be a minimum of two Parent Directors and otherwise such number as the Members shall decide who shall be appointed or elected in accordance with Articles 54 - 56 and if the number of Directors appointed under 50A shall thereby fall below 50% of the total number of Directors then the Members may remove such other Directors as necessary to ensure that Directors appointed under Article 50A shall represent 50% of the total number of Directors.

Election of Parent Directors and Parent Local Governors

54. Parent Directors and Parent Local Governors shall be elected or, if the number of Parents standing for election is less than the number of vacancies, appointed (in accordance with the terms of reference determined by the Directors from time to time). The elected or appointed Parent Directors must be a Parent of a registered pupil at one or more of the Academies at the time when they are elected or appointed. The elected (or, if the number of Parents standing for election is less than the number of vacancies, appointed) Parent Local Governors of the Local Governing Body must be a Parent of a registered pupil at one or more of the Academies overseen by the Local Governing Body at the time when they are elected or appointed.

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

54A. The number of Parent Directors and Parent Local Governors required shall be made up by Parent Directors and Parent Local Governors appointed by the Directors if

the number of Parents standing for election is less than the number of vacancies.

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

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

Chief Executive Officer as Director

57. Providing that the Chief Executive Officer agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer as a Director, provided that the number of Directors appointed under 50A shall not thereby fall below 50% of the total number of directors.

Co-opted Directors

58. Not used.

59-63. Not used.

Term of Office

64. The term of office for any Director shall be four years, save that:

(a) This time limit shall not apply to any post which is held ex-officio;

(b) The term of office may be shorter than four years for any Director except for Parent Directors or any post which is held ex officio, if the Members determine

this at the time of appointment of such Director.

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 may resign their office by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect).

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

67. Either the Director resigning, or those removing the Director shall give written notice thereof to the Governance Professional.

Disqualification of Directors

68. A Director must be aged 18 or over at the date of election or appointment. No current pupil or current student of any of the Academies shall be a Director.

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

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

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

(a) they have been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced; or

(b) they are the subject of a bankruptcy restrictions order or an interim order.

72. A person shall be disqualified from holding or continuing to hold office as a Director at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made

under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

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

74. A person shall be disqualified from holding or continuing to hold office as a Director if they have been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which their conduct contributed to or facilitated.

75. A person shall be disqualified from holding or continuing to hold office as a Director or a member of a Local Governing Body if they have not given the undertaking required by Article 45A (or Article 103) as applicable.

76 Not used.

77. A person shall be disqualified from holding or continuing to hold office as a Director where they have, at any time, been convicted of a Serious Criminal Offence.

78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if that person does not provide the Chair with a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or if such a certificate discloses information which the Chair considers would make that person unsuitable for their role. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

78A. A person (including the Chair) shall be disqualified from holding or continuing to hold office as a Director if that person:

(a) refuses to consent to any checks required by the Secretary of State under the provisions of the Funding Agreement, the Education (Independent School Standards) Regulations 2014 or otherwise; or

(b) is found to be unsuitable to be a Director by the Secretary of State under the provisions of the Funding Agreement or the Education (Independent School Standards) Regulations 2014.

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

Disqualification of those on committees including Local Governing Body

80. Articles 68 to 75, Articles 77 to 79 and Articles 97 to 98B also apply to any member of any committee of the Directors, including a Local Governing Body, who is not a Director.

Governance Professional to the Directors

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

Chair and Vice-Chair of the Directors

82. The Directors shall each school year elect a Chair and a Vice-Chair from among their number. A Director who is employed by the Company shall not be eligible for election as Chair or Vice-Chair.

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

84. The Chair or Vice-Chair may at any time resign their office by giving notice in writing to the Governance Professional. The Chair or Vice-Chair shall cease to hold office if they:

(a) cease to be a Director;

(b) are employed by the Company;

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

(d) in the case of the Vice-Chair, they are elected in accordance with these Articles to fill a vacancy in the office of chair.

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

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

87 - 89 Not used.

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

91. A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Directors shall not have effect unless:

(i) it is confirmed by a resolution passed at a second meeting of the Directors held not less than fourteen days after the first meeting; and

(ii) the matter of the Chair's or Vice-Chair's removal from office is specified as an item of business on the agenda for each of those meetings.

92. Before the Directors resolve at the relevant meeting on whether to confirm the resolution to remove the Chair or Vice-Chair from office, the Director or Directors proposing their removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair shall be given an opportunity to make a statement in response.

Powers of the Directors

93. Subject to provisions of the Companies Act 2006, the Articles and to any

directions[22] given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

94. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely:

(a) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the 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 (to the extent that they are not a Director) and any other executive officer, as applicable.

96. Any bank account in which any money of the Company is deposited shall be operated by the Directors in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Directors.

Conflicts of interest

97. Any Director who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Director shall disclose that fact to the Directors as soon as they become aware of it. A Director must absent himself from any discussions of the

[22] Where the Diocesan Corporate Member acting as the Diocesan Board of Education has issued a direction under the Measure, a special resolution of the Members contrary to that direction cannot be implemented by the Directors as this would leave the charity in a position of non-compliance with a statutory duty (in this case to act following a direction under the Measure).

Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Company (including fulfilling its charitable objects[23]) 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 if that interest is in respect of 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.

98A. The Diocesan Board of Education shall not be deemed to have a conflict of loyalty or interest arising from its connection with the Church of England or its duty and functions under the Measure and no Diocesan Corporate Member or any Director appointed by or connected to the Diocese shall be deemed to have a conflict of loyalty or interest arising from its connection with the Church of England or its duty and functions under the Measure.

98B. If otherwise than set out in Article 98A a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and

(c) the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

[23] Directors are bound to act in the interest of the Company. A Director appointed by under Article 50A would not be deemed to have a conflict of loyalty in respect of decisions connected with the use of the property by the Company because the property can only be used for the objects and these must remain consistent with the underlying Trust Deed.

The minutes

99. The minutes of the proceedings of a meeting of the Directors shall be recorded and kept by the person acting as Governance Professional for the purposes of the meeting; and shall be signed (subject to the approval of the Directors) at the same or next subsequent meeting by the person acting as Chair thereof.

Committees

100. Subject to these Articles, the Diocesan Strategy and the Funding Agreement:

(a) may appoint committees to be known as Local Governing Bodies for each Academy (and the same Local Governing Body may be appointed for more than one Academy)[24]; and

(b) may establish any other committee**.**

101. Subject to these Articles and the Funding Agreement; the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Directors. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

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

101B. The Directors shall ensure that any Local Governing Body constituted (whether solely or for two or more Academies) is compliant with the terms of the Funding Agreement and that[25]:

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[24] In respect of Church Academies, the strong expectation is that the Directors will establish local governance in order to secure their position as part of the diocesan family of schools and to preserve the historic connection between the church and church schools through local governance.

[25] The expectation is that where a Local Governing Body is constituted for more than one Academy and includes a Church Academy that was formerly a Voluntary Aided School or a Foundation school designated with a Church of England religious character Article 101B(b) will apply to the Local Governing Body even if

(a) Subject to Article 101B(b), in respect of any Academy that had previously been a Voluntary Controlled School, or a Foundation church school or was otherwise designated as a Church of England school[26] immediately prior to conversion to Academy status or is otherwise so designated, or has been established as a Church Academy which meets the conditions of section 19(5) of the Measure, shall (unless otherwise agreed with the Appropriate Diocesan Authority) have not less than 25% of its Members appointed by the Directors with the consent of the Diocesan Corporate Member and that all its members shall sign an undertaking to the Diocesan Corporate Member to uphold the designated religious character of the said Academy;

(b) in respect of any Academy that had previously been a Voluntary Aided School immediately prior to conversion to Academy status shall (unless otherwise agreed with the Appropriate Diocesan Authority) have all its members (except elected parent and any staff members) appointed by the Directors with the consent of the Diocesan Corporate Member and that all its members shall sign an undertaking to the Diocesan Corporate Member to uphold the designated religious character of the said Academy;

(c) in respect of any Academy falling under Article 4(a)(ii) its members shall be appointed by the Directors taking into account the needs of the Academy and the Directors shall recognise and support the individual ethos of the said Academy as a school not designated as having a religious character.

102. Any 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 form of Scheme of Delegation to be used may be amended, in relation to Church Academies with regard to the Diocesan Strategy and with the involvement and consent of the Diocesan Corporate Member, by the Directors from time to time.

103. All members of a Local Governing Body shall upon their appointment or election, and before exercising any duties as a member of the Local Governing Body, give a

there are Voluntary Controlled Schools in the Local Governing Body. Academies without a designated religious character must not share a Local Governing Body with a Church Academy that was formerly a Voluntary Aided School or a Foundation school which require majority governance provisions.

[26] Designated as "Church of England" by an order under section 69(3) of the School Standards and Framework Act 1998

written undertaking to the Directors, and for former Voluntary Aided and Voluntary Controlled schools the Site Trustees and the Diocesan Corporate Member, to uphold the Objects of the Company. If they refuse to give such an undertaking, they shall immediately be disqualified from holding office.

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

Delegation[27]

105. The Directors may delegate any of their powers and functions (including the power to sub-delegate) to any Director, committee (including any Local Governing Body), the Chief Executive Officer, the Principals or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Directors may impose and may be revoked or altered.

105A. A Director, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office to whom a power or function of the Directors is delegated under Article 105 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Directors is sub-delegated by any person to whom it has been delegated, that person must inform the Directors as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Directors may impose and may be revoked or altered by the Directors.

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

[27] The National Society and Department are of the view that the following matters should not be delegated to LGBs: (a) the approval of the consolidated annual estimates of income and expenditure for the Company; (b) the responsibility for ensuring the solvency of the Company; (c) the appointment of the Governance Professional (including where the Governance Professional is, or is to be, appointed as a member of staff, the Governance Professional's appointment as a member of staff).

that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision[28].

Appointing and delegating to Chief Executive Officer, Principals and staff

107. The Directors, with the involvement and consent of the Diocesan Corporate Member[29] and the consent of the Diocesan Board of Education and (where applicable) having made use of any relevant powers under section 124AA of the School Standards and Framework Act 1998, shall appoint the Chief Executive Officer. Subject to Article 105A the Directors may delegate such powers and functions as they consider are required by the Chief Executive Officer and 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).

107A. The Directors shall appoint the Principal of each Academy. In respect of the appointment of the Principal of any Church Academy, the Directors may only appoint with the involvement and consent of the Appropriate Diocesan Authority and having made use of their powers under s124A or s124AA of the School Standards and Framework Act 1998 (as applicable).

107B. In appointing staff, the Directors will have regard where relevant to their powers under section 124A or section 124AA of the School Standards and Framework Act 1998 (as applicable) and to their power where relevant to declare an occupational requirement for the purposes of Part 1 of Schedule 9 of the Equality Act 2010 for non-teaching appointments where they believe this to be justified.

Meetings of the Directors

Proceedings at Director meetings

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

109. The Directors shall hold at least three meetings in every school year. Meetings of

[28] In addition, section 12 of the Measure provides an expectation that a Diocesan Board of Education may require those with governance responsibilities to provide information where it is needed to assist the Diocesan Board of Education in carrying out its functions.

the Directors shall be convened by the Governance Professional. In exercising their functions under this Article the Governance Professional shall comply with any direction:

(a) given by the Directors; or

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

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

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

(i) notice in writing thereof, by the Governance Professional, and sent to each Director at the address provided by each Director from time to time; and

(ii) a copy of the agenda for the meeting,

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

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

113. A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Directors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

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

(a) the Directors so resolve; or

(b) the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with Article 117, subject to Article 119.

115. Where in accordance with Article 114(b) a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Governance Professional as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

116. Where the Directors resolve in accordance with Article 114(a) to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Governance Professional to convene a meeting accordingly.

Quorum for Director meetings

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

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

119. The quorum for the purposes of:

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

(ii) any vote on the removal of the Chair of the Directors in accordance with Articles 90 and 91,

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

Voting at Director meetings

120. Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote.

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

122. The proceedings of the Directors shall not be invalidated by

(a) any vacancy among their number; or

(b) any defect in the election, appointment or nomination of any Director.

123. A resolution in writing, which includes a resolution in electronic form, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed or authenticated by one or more of the Directors.

Making the minutes of Directors meetings available

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

(a) the agenda for every meeting of the Directors;

(b) the draft minutes of every such meeting, if they have been approved by the person acting as Chair of that meeting;

(c) the signed minutes of every such meeting; and

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

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

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

(a) a named Teacher or other person employed, or proposed to be employed, at any Academy;

(b) a named pupil or named student at, or candidate for admission or referral to, any Academy; and

(c) any matter which, by reason of its nature, the Directors are satisfied should remain confidential.

Participation at meetings

126. Any Director shall be able to participate in meetings of the Directors by telephone or by any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.

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

Patrons and honorary officers

127. The Directors may from time to time appoint any person whether or not a Member to be a patron of the Company or to hold any honorary office and may determine for what period they are to hold such office.

The Seal

128. The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Governance Professional or by a second Director.

Accounts

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

Annual Report

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

Confirmation of statement

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

Notices

132. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Directors) shall be in writing, which includes being given using electronic communications, to an address for the time being notified for that purpose to the person giving the notice. In these Articles, “address” in relation to electronic communications, includes a number or address used for the purposes of such communications.

133. A notice may be given by the Company to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to them at that address, but otherwise no such Member shall be entitled to receive any notice in this way from the Company.

134. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

135. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice

contained in an electronic communication was sent in accordance with guidance issued by The Chartered Governance Institute UK & Ireland shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

Indemnity

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

Rules

137. The Directors may make such rules or bye laws as they may deem necessary or expedient or convenient with the written consent of the Diocesan Corporate Member[30] for the proper conduct and management of the Company including, but not limited to, how they take decisions, including the procedure at meetings, and the means of recording and communicating such rules to Directors and Members, insofar as such rules are not already regulated by the Articles.

138. The Company in General Meetings shall have power to alter, add or to repeal the rules or bye laws but only with the written consent of the Diocesan Corporate Member[31]. 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

[30] It is permissible to replace “with the written consent of” with “after consultation with” to reflect Diocesan Strategy and local context.
[31] It is permissible to replace “with the written consent of” with “after consultation with” to reflect Diocesan Strategy and local context.

never exceed 19.9% of the total number of votes exercisable by Members in a General Meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis.

140. No person who is a Local Authority Associated Person may be appointed or elected as a Director if, once the appointment or election had taken effect, the number of Directors who are Local Authority Associated Persons would represent 20% or more of the total number of Directors. Upon any resolution put to the Directors, the maximum aggregate number of votes exercisable by any Directors who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Directors on such a resolution and the votes of the other Directors having a right to vote at the meeting will be increased on a pro-rata basis.

141. No person who is a Local Authority Associated Person is eligible to be appointed or elected to the office of Director unless their appointment or election to such office is authorised by the local authority to which they are associated.

142. If at the time of either their becoming a Member or their first appointment or election to office as a Director any Member or Director was not a Local Authority Associated Person but later becomes so during their membership or tenure as a Director they shall be deemed to have immediately resigned their membership and/or resigned from their office as a Director as the case may be.

143. If at any time the number of Directors or Members who are also Local Authority Associated Persons would (but for Articles 139 to 142) represent 20% or more of the total number of Directors or Members (as the case may be) then a sufficient number of the Directors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Directors or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Directors or Members (as the case may be) is never equal to or greater than 20% of the total number of Directors or Members (as the case may be). Directors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment or election date the most recently appointed or elected resigning first.

144. The Members will each notify the Company and each other if at any time they believe that the Company or any of its subsidiaries has become subject to the influence

of a local authority (as described in section 69 of the Local Government and Housing Act 1989).

Department for Education

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