

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
PROSPECT EDUCATION (TECHNOLOGY) TRUST LIMITED
[DATE] 10th AUGUST 2007

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ARTICLES OF ASSOCIATION OF PROSPECT EDUCATION (TECHNOLOGY)
TRUST LIMITED

INTERPRETATION

1. In these Articles:-

“the Act”	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
“the Academy”	means the Ashcroft Technology Academy as referred to in clause 3 of the memorandum and established by the Trust;
“the Trust”	means the company intended to be regulated by these articles;
“the articles”	means these articles of association of the Trust;
“chair of Executive Board”	means the chair of the Executive Board constituted by the Scheme of Management;
“clear days”	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day of which it is given or on which it is to take effect;
Secretary	means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary;
“executed”	includes any mode of execution;
“the memorandum”	means the memorandum of association of the Trust;
“the Trustees”	means the members of the Board of Trustees and the directors of the Trust (and “Trustee” has a corresponding meaning);
“appointed Trustee”	means a sponsor, co-opted or additional Trustee appointed under these articles;
“the Board of Trustees”	means the Trustees;

“head teacher”	means the head teacher of the Academy;
“the LEA”	means Wandsworth Local Education Authority
“member”	means a member of the Trust and someone who as such is bound by the undertaking contained in clause 7 of the memorandum;
“Principal Sponsor”	means Lord Ashcroft KCMG;
“Scheme of Management”	means the Scheme of Management for the time being referred to in Article 70 of these Articles;
“the seal”	means the common seal of the Trust if it has one;
“Secretary of State”	means the Secretary of State for Education and Skills;
“the United Kingdom”	means Great Britain and Northern Ireland.

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

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

OBJECTS

- The Trust is established for the objects expressed in the memorandum.

MEMBERS

- The members of the Trust shall comprise:

- The Principal Sponsor;
- Up to 4 persons appointed by the Principal Sponsor;
- 1 person appointed by the Secretary of State;
- the chair of the Board of Trustees ;
- the chair of the Executive Board;
- any person appointed under article 6;

- Each of the persons entitled to appoint members in article 3 shall have the right from time to time by written notice delivered to the Trust’s registered 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.

5. If any of the persons entitled to appoint members in article 3 die or become legally incapacitated their right to appoint members under these articles shall vest in the remaining members.

6. The members may agree unanimously in writing to appoint such additional members as they think fit and may unanimously in writing agree to remove any such additional members.

7. Every person nominated to be a member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.

8. The other members may in their absolute discretion permit any member to resign provided that after such resignation the number of members is not less than 3. A member shall cease to be one immediately on the receipt by the Trust of a notice in writing signed by the person or persons entitled to remove him under articles 4 or 6 provided that no such notice shall take effect when the number of members is less than three unless it contains or is accompanied by the appointment of a replacement member.

GENERAL MEETINGS

9. The Trust shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Trust and that of the next. Provided that so long as the Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Trustees shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any member of the Trust may call a general meeting.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution appointing a person as a Trustee shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed

(a) in the case of an Annual General Meeting, by all the members entitled to attend and vote; and

- (b) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meetings of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all the members, to the Trustees and auditors.

12. 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

13. No business shall be transacted at any meeting unless a quorum is present. A member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

14. 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 Trustees may determine.

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

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

17. A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

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

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

- (a) by the chairman; or
- (b) by at least two members present in person or by proxy having the right to vote at the meeting; or
- (c) by a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

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

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

22. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

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

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

26. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like

form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

27. Subject to article 23, 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.

28. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

29. No member shall be entitled to vote at any general meeting if he is in default of payment of moneys to the Trust.

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

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

"I/We,, of, being a member/members of the above named trust, hereby appoint of, or failing him, of as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust to be held on200[], and at any adjournment thereof.

Signed on 200[]"

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

"I/We,, of, being a member/members of the above-named trust, hereby appoint of, or failing him of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust, to be held on 200[], and at any adjournment thereof.

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

Resolution No. 1 *for* against

Resolution No. 2 *for* against.

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on 200[]”

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

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

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

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

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

TRUSTEES

36. The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not exceed 8 (eight) (excluding any Trustees appointed by the Secretary of State pursuant to article 41. .

37. Subject to article 41 the Trust shall have the following Trustees:

- (a) up to 5 sponsor Trustees;
- (b) up to 3 Trustees appointed by the Board of Trustees
- (c) any additional Trustee appointed under article 41;

38. The Principal Sponsor shall appoint the sponsor Trustees and may appoint himself as a sponsor Trustee.

APPOINTMENT OF ADDITIONAL TRUSTEES

39. The Secretary of State may give a warning notice to the Trustees where—

- (a) he is satisfied—

that the standards of performance of pupils at the Academy are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article 41, or

that there has been a serious breakdown in the way the Academy is managed or governed which is prejudicing, or likely to prejudice, such standards of performance, or

that the safety of pupils or staff of the Academy is threatened (whether by a breakdown of discipline or otherwise); and

- (b) the Secretary of State has previously informed the Trustees of the matters on which that conclusion is based; and
- (c) those matters have not been remedied to the Secretary of State's satisfaction within a reasonable period.

40. For the purposes of article 39 a 'warning notice' is a notice in writing by the Secretary of State setting out—

- (a) the matters referred to in Article 39(a);
- (b) the action which he requires the Trustees to take in order to remedy those matters; and
- (c) the period within which that action is to be taken by the Trustees ('the compliance period').

41. The Secretary of State may appoint additional Trustees as he thinks fit if the Secretary of State has:

- (a) given the Trustees a warning notice in accordance with article 39; and
- (b) the Trustees has failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period; and
- (c) the Secretary of State has given reasonable notice in writing to the Trustees that he proposes to exercise his powers under this article.

TERM OF OFFICE

42. The term of office for any Trustee shall be 4 years, save that this time limit shall not apply to the Principal Sponsor (during any period that the Principal Sponsor is a Trustee). Subject to remaining eligible to be a particular type of Trustee any Trustee may be re-appointed or re-elected.

RESIGNATION AND REMOVAL

43. A Trustee shall cease to hold office if he resigns his office by notice to the Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect).

44. A Trustee shall cease to hold office if he is removed by the person or persons who appointed him.

45. Where a Trustee resigns his office or is removed from office, the Trustee or, where he is removed from office, those removing him, shall give written notice thereof to the secretary.

DISQUALIFICATION OF TRUSTEES

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

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

48. A Trustee shall cease to hold office if he is absent without the permission of the Board of Trustees from three consecutive meetings and the Trustees resolve that his office be vacated.

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

- (a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- (b) he is the subject of a bankruptcy restrictions order or an interim order.

50. A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order

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

51. A Trustee shall cease to hold office if he ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

52. A person shall be disqualified from holding or continuing to hold office as a Trustee if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

53. A person is disqualified from holding or from continuing to hold office as a Trustee at any time when he is disqualified from working with children under sections 28 and 29 of the Criminal Justice and Court Services Act 2000.

54. A person shall be disqualified from holding or continuing to hold office as a Trustee if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.

55. A person shall be disqualified from holding or continuing to hold office as a Trustee where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or any offence in respect of which the sentence imposed by the court on such person is not custodial or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993. For the avoidance of doubt, any disqualification under this Article shall not take effect until such time as the appellate process has been exhausted in full.

56. (a) A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when he refuses a request by the Secretary to the Board of Trustees, following a referral from either the Chair of Trustees or the Head Teacher, to make an application under section 113 of the Police Act 1997, as amended for a criminal records certificate. That application will be at an enhanced disclosure level. A referral by the Chair of Trustees or the Head Teacher shall be made where the person is in their opinion giving cause for concern or where his duties involve regularly caring for, training, supervising, or being in sole charge of persons under 18. In the event that the certificate discloses any information which would in the opinion of either the Chair of Trustees or the Head Teacher confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

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

the secretary.

58. Articles 46 to 57 also apply to any member of the Executive Board or any committee of the Trustees who is not a Trustee.

SECRETARY

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

CHAIRMAN AND VICE-CHAIRMAN OF THE TRUSTEES

60. The Trustees shall each school year, at their first meeting in that year, elect a chair man and a vice chairman from among their number. A Trustee who is employed to work at the Academy shall not be eligible for election as chairman or vice-chairman.

61. Subject to article 59, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with that article.

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

(a) he ceases to be a Trustee;

(b) he is employed to work at the Academy;

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

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

63. Where by reason of any of the matters referred to in article 61, a vacancy arises in the office of chairman or vice-chairman, the Trustees at their next meeting shall .elect one of their number to fill that vacancy.

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

65. Where in the circumstances referred to in article 63 the vice chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Trustees shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Trustee elected shall not be a person who is employed to work at the Academy.

66. Any Trustee other than any person proposed as Chairman shall act as

chairman during that part of any meeting at which the chairman is elected, but for these purposes article 23 shall not apply.

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

68. The Trustees may remove the chairman or vice-chairman from office in accordance with this article:

- (a) a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Board of Trustees shall not have effect unless—

it is confirmed by a resolution passed at a second meeting of the Board of Trustees held not less than fourteen days after the first meeting; and

the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.

- (b) Before the Board of Trustees resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Trustee or Trustees proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

POWERS OF TRUSTEES

69. Subject to provisions of the Act, the memorandum and the articles, the business of the Trust shall be managed by the Trustees who may exercise all the powers of the Trust as are not, by the Act or by these Articles required to be exercised by the Trust in general meeting, subject nevertheless to the provisions of the Act, of these Articles and to such regulations (including any Scheme of Management) as may be prescribed by the Company in general meeting. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Trustees 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 Trustees by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

70. The Trust may at any time by ordinary resolution adopt a Scheme of Management approved by the Secretary of State in which event and not by way of limitation the Trustees shall have such powers and exercise such duties as may be specified in the Scheme of Management.

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

to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;

to enter into contracts on behalf of the Trust.

72. The Trustees shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the Academy and shall consider any advice given by the head teacher.

TRUSTEES INTERESTS

73. Except to the extent permitted by clause 5 of the memorandum and subject to articles 98 to 100, no Trustee shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a Trustee in any contract to which the Trust is a party.

THE MINUTES

74. The minutes of the proceedings of a meeting of the Board of Trustees shall be drawn up and entered into a book kept for the purpose by the person acting as secretary for the purposes of the meeting; and shall be signed (subject to the approval of the Board of Trustees) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:

- (a) all appointments of officers made by the Trustees; and
- (b) all proceedings at meetings of the Trust and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

DELEGATION

75. Subject to these articles the Trustees may delegate to any committee, any Trustee holding an executive office, or to the Head Teacher, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Trustees may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

76. Where any function of the Trustees has been delegated under article 75 or is otherwise exercised by any committee, any Trustee holding an executive office, the Head Teacher or any member, the person or committee to whom the function has been delegated, or who has otherwise exercised the function, shall report to the Trustees in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the Trustees immediately following the taking of the action or the making of the decision.

77. The Trustees may delegate any of their powers to sub-committees consisting of such Trustees as they think fit; any sub-committee so formed shall in the exercise

of the powers so delegated conform to any regulations that may be imposed on it by the Trustees and shall report all acts and proceedings to the Trustees as soon as it is reasonably practicable.

78. In addition to their power to establish committees comprising Trustees the Trustees may establish advisory sub-committees comprising persons some or all of whom are not Trustees. The Trustees may not delegate any of its powers to any such advisory sub-committee which shall act merely in an advisory capacity. In addition the Board of Trustees will appoint an Executive Board comprising persons some of whom are not Trustees to manage the operational affairs of the Trust, such Executive Board to operate in accordance with the Scheme of Management.

HEAD TEACHER

79. The Trustees shall appoint the head teacher of the Academy. Subject to these articles, the head teacher shall be responsible for the internal organisation, management and control of the Academy, the implementation of all policies approved of by the Trustees and for the direction of the teaching and curriculum. For these purposes the Trustees shall delegate those powers and functions required by the head teacher.

MEETINGS OF THE TRUSTEES

80. Subject to these articles, the Trustees may regulate their proceedings as they think fit.

81. The Board of Trustees shall hold at least one meeting in each school year. Meetings of the Board of Trustees shall be convened by the secretary. In exercising his functions under this article the secretary shall comply with any direction—

(a) given by the Board of Trustees; or

(b) given by the chairman of the Board of Trustees or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Board of Trustees, so far as such direction is not inconsistent with any direction given as mentioned in (a).

82. Any three Trustees may, by notice in writing given to the secretary, requisition a meeting of the Board of Trustees; and it shall be the duty of the secretary to convene such a meeting as soon as is reasonably practicable.

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

notice in writing thereof, signed by the secretary, and sent to each Trustee at the address provided by each Trustee from time to time; and

a copy of the agenda for the meeting;

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice

of a meeting, and the copy of the agenda therefore are given within such shorter period as he directs.

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

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

86. A meeting of the Board of Trustees shall be terminated forthwith if—

(a) the Board of Trustees so resolve; or

(b) the number of Trustees present ceases to constitute a quorum for a meeting of the Board of Trustees in accordance with article 88, subject to article 100.

87. Where in accordance with article 85 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

88. Where the Board of Trustees resolve in accordance with article 85 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Board of Trustees shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the secretary to convene a meeting accordingly.

89. Subject to article 90 the quorum for a meeting of the Board of Trustees, and any vote on any matter thereat, shall be any three Trustees, or, where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting).

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

91. The quorum for the purposes of—

(a) any vote on the removal of a member of the Trustees in accordance with article 48;

(b) any vote on the removal of the chairman of the Trustees in accordance with articles 48 and 68

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

92. Subject to these articles, every question to be decided at a meeting of the Board of Trustees shall be determined by a majority of the votes of the members present and voting on the question.

93. Subject to articles 88 to 90, where there is an equal division of votes the chairman or, as the case may be, the person who is acting as chairman for the purposes of the meeting, shall have a second or casting vote.

94. The proceedings of the Board of Trustees shall not be invalidated by—

(a) any vacancy among their number, or

(b) any defect in the appointment or nomination of any Trustee.

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

96. Subject to this article, the Board of Trustees shall ensure that a copy of—

(a) the agenda for every meeting of the Board of Trustees;

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

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

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

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

97. There may be excluded from any item required to be made available in pursuance of article 96, any material relating to—

(a) a named teacher or other person employed, or proposed to be employed, at the Academy;

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

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

98. Any Trustee shall be able to participate in meetings of the Board of Trustees by telephone provided that he has given notice of his intention to do so detailing the telephone number on which he can be reached at the time of the meeting at any time prior to the meeting.

99. Any Trustee who has any duty or pecuniary interest (direct or indirect) which conflicts or may conflict with his duties as a Trustee shall disclose that fact to the

Board of Trustees as soon as he becomes aware of it, and shall absent himself from any discussion of that interest by the Board of Trustees.

100. Without limitation to the generality of article 99, a Trustee shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Academy if:

- (a) he is a director or a member holding more than 1/100th of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
- b) he is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration or
- (c) he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration.

101. For the purposes of articles 99 and 100, an interest of a person who is, within the meaning of section 346 of the Act, connected with a Trustee shall be treated as an interest of the Trustee. This shall include:

- (a) that Trustee's spouse, child or stepchild; or
- (b) a body corporate with which the Trustee is associated (i.e. if that Trustee and persons connected with him together are interested in shares comprising at least one fifth of the share capital of the company or are entitled to exercise more than one fifth of the voting power at any general meeting of that company); or
- (c) a person acting in his capacity as trustee of any trust the beneficiaries of which include:
 - the Trustee, his spouse or any children or stepchildren of his; or
 - a body corporate with which he is associated; or
- (d) a person acting in his capacity as a partner of that Trustee or of any person who, by virtue of paragraphs (a), (b) or (c) above, is connected with that Trustee.

PATRONS AND HONORARY OFFICERS

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

THE SEAL

103. The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

ACCOUNTS

104. Accounts shall be prepared in accordance to the provisions of Part VII of the Act.

ANNUAL REPORT

105. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

106. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

107. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.

108. A notice may be given by the Trust to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Trust an address, within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Trust.

109. A member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

110. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

111. Subject to the provisions of the Act every Trustee or other officer or Trustee or auditor of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in

connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

RULES

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

- (a) the admission and classification of members of the Trust (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Trust in relation to one another, and to the Trust's servants;
- (c) the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the Trustees and committees of the Trustees and meetings of the Board of Trustees in so far as such procedure is not regulated by the articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

113. The Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Trust all such rules or bye laws, which shall be binding on all members of the Trust. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.