

Academy Articles of Association: Model One

**For use by mainstream, special, 16-19,
alternative provision academies and free
schools; and studio schools**

February 2016

ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision, free and studio schools

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approved by special resolution of the members on

2018

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE SIGMA TRUST

COMPANY NUMBER: 07926573

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INTERPRETATION

1. In these Articles:-
 - a. Not used;
 - b. “the Academies” means all the schools and educational institutions referred to in Article 4a and operated by the Academy Trust (and “Academy” shall mean any one of those schools or educational institutions);
 - c. “Academy Financial Year” means the academic year from 1st of September to 31st of August of the following year;
 - d. “the Academy Trust” means the company intended to be regulated by these Articles and referred to in Article 2;
 - e. “the Articles” means these Articles of Association of the Academy Trust;
 - f. “Chief Executive Officer” means such person as may be appointed by the Trustees as the Chief Executive Officer of the Academy Trust;
 - g. Not used;
 - h. “clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;
 - i. “Clerk” means the clerk to the Trustees or any other person appointed to perform the duties of the clerk to the Trustees, including a joint, assistant or deputy clerk;
 - j. “financial expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
 - k. Not used;
 - l. Not used;

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- m. “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 Academy Trust is influenced;
- n. “Local Governing Bodies” means the committees appointed pursuant to Articles 100-101A and 104 (and “Local Governing Body” means any one of these committees);
- o. “Member” means a member of the Academy Trust and someone who as such is bound by the undertaking contained in Article 8;
- p. “the Memorandum” means the Memorandum of Association of the Academy Trust;
- q. “Office” means the registered office of the Academy Trust;
- r. “Parent Local Governor” means the parent member of a Local Governing Body elected or appointed in accordance with Articles 54-56;
- s. “Parent Trustees” means the Trustees elected or appointed pursuant to Articles 53 – 56B inclusive;
- t. “Principals” means the head teachers of the Academies (and “Principal” means any one of these head teachers);
- u. “Principal Regulator” means the body or person appointed as the Principal Regulator under the Charities Act 2011;
- v. Not used;
- w. “the seal” means the common seal of the Academy Trust if it has one;
- x. “Secretary of State” means the Secretary of State for Education or successor;
- y. “Special Educational Needs” has the meaning set out in sections 20(1) and 21(2) of the Children and Families Act 2014;
- z. Not used;

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their dependants;

- e. to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Objects;
- f. to co-operate with other charities, other independent and maintained schools, academies and institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the

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section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;

- q. not used;
- r. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy Trust; 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.

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

6.2 None of the income or property of the Academy Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Academy Trust. Nonetheless a Member of the Academy Trust who is not also a Trustee may:

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

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

- a. the remuneration or other sums paid to the Member do not exceed an

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amount that is reasonable in all the circumstances;

- b. the Trustees are satisfied that it is in the interests of the Academy Trust to contract with that Member rather than with someone who is not a Member. In reaching that decision the Trustees 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 Trustees in the minute book.

6.3 A Trustee may benefit from any indemnity arrangement purchased at the Academy Trust's expense or any arrangement so agreed with the Secretary of State to cover the liability of the 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 Academy Trust: provided that any such arrangement shall not extend to: (i) any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the 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 Trustees (or any of them) in their capacity as directors of the Academy Trust. Further, this Article does not authorise a 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 Trustee holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Academy Trust.

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b.

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- b. the Trustee is absent from the part of any meeting at which there is discussion of:
 - i. his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
 - ii. his or her performance in the employment, or his or her performance of the contract; or
 - iii. any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.7; or
 - iv. any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7;
- c. the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
- d. save in relation to employing or contracting with the Chief Executive Officer (to the extent he or she is a Trustee), the other Trustees are satisfied that it is in the interests of the Academy Trust to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest);
- e. the reason for their decision is recorded by the Trustees in the minute book; and
- f. a majority of the Trustees then in office have received no such payments or benefit.

6.8A The provision in Article 6.6 (c) that no Trustee may be employed by or receive any remuneration from the Academy Trust (other than the Chief Executive Officer to the extent he or she is a Trustee) does not apply to an employee of the Academy Trust who is subsequently elected or appointed as a Trustee save that this Article shall only allow

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such a Trustee to receive remuneration or benefit from the Academy Trust in his capacity as an employee of the Academy Trust and provided that the procedure as set out in Articles 6.8(b) and 6.8 (c) is followed.

6.9 In Articles 6.2-6.8A:

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

7. The liability of the Members of the Academy Trust is limited.

8. Every Member of the Academy Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Academy Trust’s assets if it should be wound

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time to time by written notice delivered to the Office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.

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

- a. in the case of an individual, die or become legally incapacitated;
- b. in the case of a corporate entity, cease to exist and are not replaced by a successor institution;
- 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.

15. Membership will terminate automatically if:

- a. a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
- b. a Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering his or her own affairs; or
- c. a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.

15A. The Members may agree by passing a special resolution to appoint such additional Members as they think fit.

16. In addition to Article 13, the Members may agree by passing a special resolution to remove any Member(s). The Member whose proposed removal is the subject of the resolution shall not be entitled to vote on that resolution.

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 Academy Trust

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to contravene its Objects.

17. Every person nominated to be a Member of the Academy Trust shall sign a written consent to become a Member and sign the register of Members on becoming a Member.

18. Any Member may resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be one immediately on the receipt by the Academy Trust of a notice in writing signed by the person or persons entitled to remove him under Articles 13 or 16 provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member.

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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 chairman; or
- b. by at least two Members having the right to vote at the meeting; or
- c. by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

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

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

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

33. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the

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

VOTES OF MEMBERS

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

37. Not used.

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

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

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

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46. Subject to Articles 48-49 and 53, the Academy Trust shall have the following

Trustees:

- a. up to 8 Trustees appointed under Article 50;
- b. a minimum of 2 Parent Trustees elected or appointed under Articles 53-56 in the event that no Local Governing Bodies are established under Article 100a or if no provision is made for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A.

47. The Academy Trust may also have any Co-opted Trustees appointed under Article 58.

48. The first Trustees shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.

49. Future Trustees shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Trustee to be appointed or elected due to the

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64. The term of office for any Trustee shall be four years, save that this time limit shall not apply to any post which is held ex officio. Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected at a General Meeting.

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b. he is the subject of a bankruptcy restrictions order or an interim order.

72. A person shall be disqualified from holding or continuing to hold office as a
Trustee at

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- c. he is removed from office in accordance with these Articles; or
- d. in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.

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

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

87-89. Not used.

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

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

- a. it is confirmed by a resolution passed at a second meeting of the Trustees held not less than fourteen days after the first meeting; and
- b. the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.

92. Before the 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

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Trustees who may exercise all the powers of the Academy Trust. No

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alteration of 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.

94. 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:

- a. to expend the funds of the Academy Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Academy Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
- b. to enter into contracts on behalf of the Academy Trust.

95. In the exercise of their powers and functions, the Trustees may consider any advice given by the Chief Executive Officer to the extent he or she is not a Trustee and any other executive officer.

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

CONFLICTS OF INTEREST

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

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98. For the purpose of Article 97, a Trustee has a Los

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

DELEGATION

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

105A. A Trustee, 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 Trustees 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 Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees 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 Trustees may impose, and may be revoked or altered by the Trustees.

106. Where any power or function of the Trustees has been exercised by any committee (including any Local Governing Body), any Trustee, 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 Trustees in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Trustees immediately following the ta

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or a copy of the agenda thereof.

113. A resolution to rescind or vary a resolution carried at a previous meeting of the Trustees shall not be proposed at a meeting of the 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.

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

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

115. Where in accordance with Article 114 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk 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 Trustees resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the 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 Clerk to convene a meeting accordingly.

117. Subject to Article 119, the quorum for a meeting of the 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, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

118. 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.

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119. The quorum for the purposes of:

- a. any vote on the removal of a Trustee in accordance with Article 66; and
- b. any vote on the removal of the chairman of the Trustees in accordance with Article 90;

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

120.

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- 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 Trustees are satisfied should remain confidential.

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

- a. he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- b. the Trustees have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

PATRONS AND HONORARY OFFICERS

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

THE SEAL

128. The seal, if any, shall only be used by the authority of the Trustees or of a

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the Academy Trust and for the 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 Academy Trust (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
- b. the conduct of Members of the Academy Trust in relation to one another, and to the Academy Trust's servants;
- c. the setting aside of the whole or any part or parts of the Academy Trust's premises at any particular time or times or for any particular purpose or purposes; :

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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 Trustee if, once the appointment or election had taken effect, the number of Trustees who are Local Authority Associated Persons would represent 20% or more of the total number of Trustees. Upon any resolution put to the Trustees, the maximum aggregate number of votes exercisable by any Trustees who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Trustees on such a resolution and the votes of the other Trustees 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 Trustee unless his appointment or election to such office is authorised by the local authority to which he is associated.

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

143. If at any time the number of Trustees or Members who are also Local Authority Associated Persons would (but for Articles 139 to 142 inclusive) represent 20% or more of the total number of Trustees or Members (as the case may be) then a sufficient number of the Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Trustees 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 Trustees or Members (as the case may be) is never equal to or greater than 20% of the total number of Trustees or Members (as the case may be). Trustees 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 Academy Trust and each other if at any time

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