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[insert date of adoption]

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE PARK FEDERATION ACADEMY TRUST

(COMPANY NUMBER 8146330)

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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

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INTERPRETATION

- 1 In these Articles, unless expressly provided otherwise -
 - a "the Academies" means all the schools and educational institutions referred to in Articles 4a) and established by the Company (and "Academy" shall mean 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 "Academy Directors" means the Directors appointed pursuant to Articles 50A and 50B and Academy Director shall mean any one of those Directors,
 - d "Articles" means these Articles of Association of the Company,
 - e "Chief Executive" means such person as may be appointed by the Directors as the Chief Executive of the Company,
 - f "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor,

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- g "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect,
- h "Clerk" means the clerk to the Directors or any other person appointed to perform the duties of the clerk to the Directors, including a joint, assistant or deputy clerk;
- i "the Company" means save as otherwise defined at Article 6.9 the company intended to be regulated by these Articles and referred to in Article 2,
- j "the Directors" means save as otherwise defined at Article 6.9 the directors of the Company (and "Director" means any one of those directors),
- k "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,
- l "the LAs" means all the local authorities covering the areas in which the Academies are situated (and "the LA" shall mean any one of these local authorities),
- m "Local Authority Associated Persons" means any person associated with any local authority within the meaning given in section 69 of the Local Government and Housing Act 1989,
- n "Local Governing Bodies" means the committees appointed pursuant to Articles 100-101 and 104 (and "Local Governing Body" means any one of these committees),
- o "Member" means a member of the Company and someone who as such is bound by the undertaking contained in Article 8 ,
- p "the Memorandum" means the Memorandum of Association of the Company,

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- q "Nominated Members" means the members appointed pursuant to article 16A,
- r "Office" means the registered office of the Company,
- s "Parent Directors" means the Directors appointed pursuant to Articles 53 – 56 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 "Relevant Funding Agreements" means the agreement or agreements entered into by the Company and the Secretary of State under section 1 of the Academies Act 2010 for the establishment of each Academy, including any variation or supplemental agreements thereof,
- w "the seal" means the common seal of the Company if it has one,
- x "Secretary of State" means the Secretary of State for Education or successor,
- y "teacher" means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at one or more Academies,
- z "the United Kingdom" means Great Britain and Northern Ireland,
- aa words importing the masculine gender only shall include the feminine gender Words importing the singular number shall include the plural number, and vice versa,
- bb 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,

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cc any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto,

2 The Company's name is The Park Federation Academy 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 schools ("**the mainstream Academies**") offering a broad and balanced curriculum or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them ("**the alternative provision Academies**") or 16 to 19 Academies offering a curriculum appropriate to the needs of its students ("**the 16 to 19 Academies**") or schools specially organised to make special educational provision for pupils with Special Educational Needs ("**the Special Academies**")

(b) to promote for the benefit of the inhabitants of the areas served by the Academies for the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances, or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants

5 In furtherance of the Objects but not further or otherwise the Company may

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exercise the following powers -

- (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company,
- (b) to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,
- (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property,
- (d) subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants,
- (e) to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects,
- (f) to co-operate with other charities, other independent and maintained schools, schools maintained by a local authority, 16-19 Academies, alternative provision Academies, institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Object 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,
- (i) to offer scholarships, exhibitions, prizes and awards to pupils and students former pupils and former students, and otherwise to encourage and assist 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,

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- (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 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 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

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of a financial expert acting under their instructions, and to pay any reasonable fee required,

(p) to provide indemnity insurance to Directors 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,

(q) Not used,

(r) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company,

(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 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 of the Company. Nonetheless a member of the Company who is not also a Director may

a) benefit as a beneficiary of the Company,

b) be paid reasonable and proper remuneration for any goods or services supplied to the Company,

c) be paid rent for premises let by the member of the Company if the amount of the rent and other terms of the letting are reasonable and proper, and

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

6.3 A Director may benefit from any indemnity insurance purchased at the Company's expense to cover the liability of the Directors which by virtue of any

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rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Company. Provided that any such insurance shall not extend to (i) any claim arising from any act or omission which Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not, and (ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Company. Further, this Article does not authorise a Director to benefit from any indemnity insurance 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 company, which has shares listed on a recognised stock exchange and of which any one Director holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Company.
- 6.5 A Director may at the discretion of the Directors be reimbursed from the property of the Company for reasonable expenses properly incurred by him or her when acting on behalf of the Company, but excluding expenses in connection with foreign travel.
- 6.6 No Director may
- (a) buy any goods or services from the Company on terms preferential to those applicable to members of the public,
 - (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) whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8),
 - (d) receive any other financial benefit from the Company, unless

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- (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 or take part in the normal trading and fundraising activities of the Company on the same terms as members of the public
- b) be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Director
- c) receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors, or 0 5%, whichever is the higher
- d) receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the lease are reasonable and proper

6 8 The Company and its Directors may only rely upon the authority provided by Article 6 7 if each of the following conditions is satisfied

- (a) the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances
- (b) the Director is absent from the part of any meeting at which there is discussion of
 - i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit, or
 - ii) his or her performance in the employment, or his or her performance of the contract (unless present solely in his capacity as an employee), or
 - iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6 7, or
 - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6 7

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- (c) the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting
- (d) save in relation to employing or contracting with the Chief Executive or (Directors pursuant to Articles 51 and 57), the other Directors are satisfied that it is in the interests of the Company to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest)
- (e) the reason for their decision is recorded by the Directors in the minute book
- (f) a majority of the Directors then in office have received no such payments or benefit

6.8A The provision in Article 6.6 (c) that no Director may be employed by or receive any remuneration from the Company (other than the Chief Executive) does not apply to an employee of the Company who is subsequently elected or appointed as a Director save that this Article shall only allow such a Director to receive remuneration or benefit from the Company in his capacity as an employee of the Company and provided that the procedure as set out in Articles 6.8(b)(i), (ii) and 6.8 (c) is followed

6.9 In Articles 6.2-6.9

- (a) "company" shall include any company in which the Company
 - holds more than 50% of the shares, or
 - controls more than 50% of the voting rights attached to the shares, or
 - has the right to appoint one or more Directors to the Board of the Company
- (b) "Director" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner
- (c) the employment or remuneration of a Director includes the engagement or

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remuneration of any firm or company in which the Director is

- (i) a partner,
- (ii) an employee,
- (iii) a consultant,
- (iv) a director,
- (v) a member, or
- (vi) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital

- 7 The liability of the members of the Company is limited
- 8 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
- 9 If the Company is wound up or dissolved and after all its debts and liabilities (including any under section 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, 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
- 10 Not used
- 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

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- 12 The Members of the Company shall comprise -
- a the signatories to the Memorandum,
 - b up to five Nominated Members,
 - c the chairman of the Directors, and
 - d any person appointed under Article 16
- 13 Each of the persons entitled to appoint Members in Article 12 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by them and to 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, or
 - c) becomes insolvent or makes any arrangement or composition with their creditors generally
- their right to appoint Members under these Articles shall vest in the remaining Members
- 15 Membership will terminate automatically if
- a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution,
 - b) a Member (which is an individual) dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally, or
 - d) a Member who is also a Director, ceases to be a Director

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15A The Members may agree unanimously in writing to remove any Member(s) who is a signatory to the Memorandum (save that the agreement of a signatory to the Memorandum who is to be removed shall not be required), provided that it is in the interests of the Company to remove such a Member(s)

16 The Members may agree by passing a special resolution in writing to appoint such additional Members as they think fit and may agree by passing a special resolution in writing to remove any such additional Members provided that such appointment or removal is in the interests of the Company

16A The Members and the Directors shall together elect Nominated Members who shall serve as members for a period of three years from such appointments

17 Every person nominated to be a Member of the Company shall either sign a written consent to become a Member or sign the register of Members on becoming a Member

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

GENERAL MEETINGS

19 Not used

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

NOTICE OF GENERAL MEETINGS

21 General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority

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in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting

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

The notice shall be given to all the Members, to the Directors and auditors

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

PROCEEDINGS AT GENERAL MEETINGS

- 23 No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum
- 24 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine
- 25 The chairman, if any, of the Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be the chairman
- 26 If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman
- 27 A Director shall, notwithstanding that he is not a Member, be entitled to attend

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and speak at any general meeting

- 28 The chairman may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 29 A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded -
- (a) by the chairman, or
 - (b) by at least two Members having the right to vote at the meeting, or,
 - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 30 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 31 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 32 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the

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meeting at which the poll was demanded

- 33 A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 34 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 35 A resolution in writing agreed by such number of members as required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members.

VOTES OF MEMBERS

- 36 On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
- 37 Not used.
- 38 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
- 39 No objections shall be raised to the qualification of any person to vote at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose

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decision shall be final and conclusive

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

"I/We, _____, of _____, being a Member/Members of the above named Company, hereby appoint _____ of _____, or in his absence, _____ of _____ as my/our proxy to 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 he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)-

"I/We, _____, of _____, being a Member/Members of the above-named Company, hereby appoint _____ of _____, or in his absence, _____ of _____, as my/our proxy to 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 he thinks fit or abstain from voting

Signed on _____ 20[]"

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- 42 The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Directors may -
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll,
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Clerk or to any Director,
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

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

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

DIRECTORS

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45 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum

46 Subject to Articles 48-49, the Company shall have the following Directors

- a up to 3 Directors appointed in accordance with Article 50,
- b up to 5 Academy Directors appointed under Article 51,
- c the Chief Executive,
- d 2 Parent Directors appointed under Articles 53-56,

47 The Company may also have any Co-opted Director appointed under Article 58

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

49 Future Directors shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Director to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply

APPOINTMENT OF DIRECTORS

50 The Members may appoint up to 3 Directors, one of who shall have experience in connection with human resources or business and one of who shall have experience in finance

ACADEMY DIRECTORS

51 The Directors shall appoint five Academy Directors from amongst the chairmen of the Local Governing Bodies in accordance with any policy they shall adopt from time to time

52 Not used

PARENT DIRECTORS

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53 There shall be a minimum of two Parent Directors unless unless there are Local Governing Bodies which include at least two Parent Members

54 Except for 16 – 19 Academies, Parent Directors and Parent members of the Local Governing Bodies or Advisory Bodies shall be elected or appointed (in accordance with the terms of reference determined by the Directors from time to time) The elected or appointed Parent Directors or Parent members of the Local Governing Bodies or Advisory Bodies must be a parent of a registered pupil at one or more of the Academies (but not one of the 16 – 19 Academies) at the time when he is elected or appointed

54A The number of Parent Directors and Parent members of the Local Governing Bodies or Advisory Bodies required shall be made up by Parent Directors and Parent members 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 members of Local Governing Bodies or Advisory Bodies, including any question of whether a person is a parent of a registered pupil at one of the Academies (but not one of the 16 – 19 Academies) Any election of the Parent Directors or Parent members of Local Governing Bodies or Advisory Bodies which is contested shall be held by secret ballot

56 In appointing a Parent Director or Parent member of a Local Governing Body or Advisory Body the Directors shall appoint a person who is the parent of a registered pupil at an Academy (but not one of the 16-19 Academies), or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age

56A In the case of 16-19 Academies, Parent Directors and Parent members of the Local Governing Bodies or Advisory Bodies shall either be elected by parents of registered students at the 16 to 19 Academies, pursuant to Articles 56B to 56C, or be appointed by the Directors, pursuant to Article 56D The elected or appointed Parent Directors or Parent members of the Local Governing Bodies or Advisory Bodies must be a parent of a student at one of the 16 to 19 Academies at the time when he is either elected or appointed

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56B The number of Parent Directors and Parent members of the Local Governing Bodies or Advisory Bodies required shall be made up by Parent Directors and Parent members appointed by the Directors if the number of parents standing for election is less than the number of vacancies

56C The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Directors or Parent members of Local Governing Bodies or Advisory Bodies, including any question of whether a person is a parent of a registered student at one of the 16-19 Academies. Any election of the Parent Directors or Parent members of Local Governing Bodies or Advisory Bodies which is contested shall be held by secret ballot

56D In appointing a Parent Director or Parent member of a Local Governing Body or Advisory Body, the Directors shall appoint a person who is the parent of a registered student at one of the 16 to 19 Academies, or where it is not reasonably practical to do so, a person who is the parent of a child above compulsory school age but not above the age of 19

CHIEF EXECUTIVE

57 The Chief Executive shall (if any) be a Director for as long as he remains in office

CO-OPTED DIRECTORS

58 The Directors may on an unanimous vote appoint up to 3 Co-opted Directors. A 'Co-opted Director' means a person who is appointed to be a Director by being Co-opted by Directors who have not themselves been so appointed. The Directors may not co-opt an employee of the Company as a Co-opted Director if thereby the number of Directors who are employees of the Company would exceed one third of the total number of Directors including the Chief Executive

59-63 Not Used

TERM OF OFFICE

64 The term of office for any Director shall be four years, save that this time limit shall not apply to the Chief Executive. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected by such class of

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individuals who initially appointed such Director

RESIGNATION AND REMOVAL

65 A Director shall cease to hold office if he resigns his office by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect)

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

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

DISQUALIFICATION OF DIRECTORS

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

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

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

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

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

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

72 A person shall be disqualified from holding or continuing to hold office as a Director at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county

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court administration order)

73 A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of 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 he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated

75 Not used

76 Not used

77 A person shall be disqualified from holding or continuing to hold office as a Director where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011

78 After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if he has not provided to the chairman of the Directors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Chief Executive, confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

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

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Clerk

80 Articles 68 to 74, Articles 77 to 79 and Articles 97 to 98 also apply to any member of any committee of the Directors, including a Local Governing Body, who is not a Director

CLERK TO THE DIRECTORS

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

CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS

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

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

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

- (a) he ceases to be a Director,
- (b) he is employed by the Company,
- (c) he is removed from office in accordance with these Articles, or
- (d) in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.

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

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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 to 88 Not used

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

90 The Members 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 Members shall not have effect unless—

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

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

POWERS OF DIRECTORS

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