

**The Companies Acts 1985 To 1989**

**The Companies Act 2006**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION**

**THE FULWOOD ACADEMY**

**Company No. 06960253**

**Incorporated 13 July 2009**

## **THE COMPANIES ACTS 1985 AND 2006**

### **A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

#### **MEMORANDUM OF ASSOCIATION OF THE FULWOOD ACADEMY**

1. The Company's name is **THE FULWOOD ACADEMY** (and in this document it is called 'the Company'),
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects ('the Objects') are 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 offering a broad curriculum with a strong emphasis on, but in no way limited to either one or a combination of specialisms specified in the Relevant Funding Agreements ('the Academies') including collaboration with other schools and the wider community to share expertise and resources.
4. In furtherance of the Objects but not further or otherwise the Company may exercise the following powers:
  - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;
  - (b) to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of or deal with all or any part of the property and rights of the Company;
  - (d) subject to clause 5 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: Provided that such staff shall not be trustees, save for the head teacher of each Academy and staff or teacher trustees elected in accordance with each Academy's articles;
  - (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, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;
- (g) to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (h) to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the trustees;
- (i) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils;
- (j) to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- (k) to carry out research into the development and application of new techniques in education in particular in relation to the Academies area of curricular specialisation and to its approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in academies;
- (l) subject to such consents as may be required by law 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 invest the moneys of the Company not immediately required for the furtherance of its Objects In or upon such investments, securities or property as may be thought fit, to hold the same as investments and to sell, exchange, carry and dispose of the same, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (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 trustees;
  - (ii) every transaction is reported promptly to the trustees;
  - (iii) the performance of the investments is reviewed regularly with the trustees;

- (iv) the trustees 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 trustees on receipt; and
  - (vii) the financial expert must not do anything outside the powers of the trustees;
- (o) to arrange for investments or other trusts to be held in the name of a nominee and under the control of the trustees or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
  - (p) to set aside funds for special purposes or reserves against future expenditure subject to any limits imposed by law and by the agreements with the Secretary of State for Children, Schools and Families, and by conditions imposed by funders;
  - (q) to provide indemnity insurance to cover the liability of trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as trustees;
  - (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.

## 5.

- 5.1 The income and property of the Company shall be applied solely towards the promotion of the Objects, and none of the income and 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. This does not

prevent a member who is not also a trustee receiving reasonable and proper remuneration for any goods or service supplied to the Company.

**5.2**

- (a) A trustee may at the discretion of the Company be reimbursed from the property of the Company for reasonable expenses properly incurred by him or her when acting on behalf of the Company.
- (b) A 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 moneys worth from the Company

**5.3** A trustee may benefit from any indemnity insurance purchased at the Company's expense 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 Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as trustees of the Company.

**5.4** No trustee may:

- (a) buy any goods or services from the Company;
- (b) sell goods, services, or any interest in land to the Company;
- (c) be employed by, or receive any remuneration from the Company;
- (d) receive any other financial benefit from the Company,

unless in each case:

- (i) the payment is permitted by clause 5.5 and the trustees follow the procedure and observe the conditions set out in clause 5.6; or
- (ii) the trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

**5.5** Subject to clause 5.6, a trustee may:

- (a) benefit as a beneficiary of the Company;

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

5.6 The Company and the trustees may only rely upon the authority provided by clause 5.5 if each of the following conditions is satisfied:

- (e) the remuneration or other sums paid to the trustee do not exceed an amount that is reasonable in all the circumstances;
- (f) the trustee is absent from the part of any meeting at which there is a discussion of:
  - (1) his or her employment or remuneration, or any matter concerning the contract; or
  - (2) his or her performance in the employment, or his or her performance of the contract; or
  - (3) any proposal to enter into any other contract or arrangement with him or her to confer any benefit upon him or her that would be permitted under clause 5.5; or
  - (4) any other matter relating to a payment or the conferring of any benefit permitted under clause 5.5;
- (g) 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;
- (h) the other trustees are satisfied that it is in the interests of the Company 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 trustees services as a result of dealing with the trustees conflict of interest);
- (i) the reason for their decision is recorded by the trustees in the Company's minute book;

- (j) a majority of the trustees then in office have received no such payments.

5.7 The employment or remuneration of a trustee includes the engagement or remuneration of any firm or company in which the trustee is:

- (a) a partner;
- (b) an employee;
- (c) a consultant;
- (d) a trustee;
- (e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the trustee holds less than 1% of the issued capital.

5.8 In this clause 5:

- (a) company shall include any company in which the Company:
  - (1) holds more than 50% of the shares; or
  - (2) controls more than 50% of the voting rights attached to the shares;
  - (3) has the right to appoint one or more directors to the board of the company.
- (b) 'trustee' or 'director' shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the trustee or director or any person living with the trustee or director as his or her partner.

6. The liability of the members of the Company is limited.

7. 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.

8. If the Company is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, 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 clause 4 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.

9. No alteration or addition shall be made to or in the provisions of the memorandum or articles which would have the effect (a) that the Company would cease to be a company to which section 30 of the Companies Act 1985 applies; or (b) that the Company would cease to be a charity.
10. No alteration or addition shall be made to or in the provisions of the Memorandum or Articles of Association without the explicit consent of the Secretary of State.

WE, the persons whose names and addresses are written below wish to be formed into a company under this Memorandum of Association.

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Names and Addresses of Subscribers

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Frederick William Wood  
Pleasant House  
Pleasant Place  
Louth  
Lincolnshire  
LN11 0NA

Charles William Dunstone  
c/o Fulwood High School and Arts College  
Black Bull Lane  
Fulwood  
Preston  
PR2 9YR

Victoria Hornby  
4 Adie Road  
London  
W6 0PW

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Date: 10th July 2009

**THE COMPANIES ACTS 1985 AND 2006**

**A COMPANY LIMITED BY GUARANTEE**

**AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF THE FULWOOD ACADEMY**

**INTERPRETATION**

**1. In these articles:**

|                        |  |
|------------------------|--|
| <b>'the Acts'</b>      | means the Companies Act 1985 and 2006 including any statutory modification or re-enactment thereof for the time being in force;  |
| <b>'the Academies'</b> | means all the schools referred to in clause 3 of the Memorandum and established by the Company (and 'Academy' shall mean any one of those schools);  |
| <b>'the articles'</b>  | means these articles of association of the Company;  |
| <b>'clear days'</b>    | 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;   |
| <b>'clerk'</b>         | means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; the secretary shall be known as the clerk' under article 64; |
| <b>'Company'</b>       | means the company to be regulated by these Articles  |
| <b>'executed'</b>      | includes any mode of execution;  |
| <b>'the LAs'</b>       | means all the local authorities covering the areas in which the Academies are situated (and 'LA' shall mean any one of these local authorities);   |

|   |  |
|---|--|
| <b>"the Local Authority Associated Persons"</b> | means any person associated with any local authority within the meaning given in section 69 of the Local Government and Housing Act 1989;  |
| <b>'the Local Governing Bodies'</b>             | means the committees established pursuant to article 79 (and 'Local Governing Body' shall mean any one of these committees);   |
| <b>'member'</b>                                 | means a member of the Company and someone who as such is bound by the undertaking contained in clause 7 of the memorandum;   |
| <b>'the memorandum'</b>                         | means the memorandum of association of the Company;  |
| <b>'office'</b>                                 | means the registered office of the Company;  |
| <b>'the Objects'</b>                            | means the charitable objects of the Company set out in clause 3 of the memorandum;   |
| <b>'parent'</b>                                 | means a parent or carer with parental responsibilities;  |
| <b>'Principals'</b>                             | means the Principals of the Academies (and 'Principal' shall mean any one of these Principals);  |
| <b>'Principal Sponsor'</b>                      | means the Charles Dunstone Charitable Trust registered with the Charity Commission of England and Wales under number 1085955 and whose main office is at H W Fisher and Company, 11-15 William Road, London, NW1 3ER;                  |
| <b>'Relevant Funding Agreement'</b>             | means the agreement or agreements entered into by the Company and the Secretary of State Under section 482 of the Education Act 1996 for the establishment of each Academy including any variation or supplemental agreements thereof; |
| <b>'the seal'</b>                               | means the common seal of the Company if it has one;  |

|  |  |
|--|--|
| <b>'Secretary of State'</b>              | means the Secretary of State for Education and Skills;   |
| <b>'sponsor trustees'</b>                | means the trustees appointed by the Principal Sponsor in accordance with article 40)and 'sponsor trustee' shall mean any one of these trustees);                       |
| <b>'teacher'</b>                         | means a teacher 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; |
| <b>'the trustees' or 'trustee board'</b> | means the trustees appointed or elected under these articles, being the directors of the Company;  |
| <b>'the United Kingdom'</b>              | 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 Acts.

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.

## **OBJECTS**

2. The Company is established for the Objects.

## **MEMBERS**

3. The members of the Company shall comprise:
  - (c) the Principal Sponsor;
  - (d) up to eight persons appointed by the Principal Sponsor;
  - (e) one person appointed by the Secretary of State; and
  - (f) any person appointed under article 6.
4. 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 Company'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

- (g) die or become legally incapacitated;
- (h) in the case of a corporate entity, cease to exist and are not replaced by a successor institution; or
- (i) becomes insolvent or making any arrangement or composition with their creditors generally,

their right to appoint members under these articles shall vest in the remaining members.

5.A Membership will terminate automatically if:

- (j) a member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
- (k) a member (which is an individual) dies; or
- (l) a member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.

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 Company 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 Company 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 3, unless it contains or is accompanied by the appointment of a replacement member.

## **GENERAL MEETINGS**

9. The Company 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 Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the 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 Acts, shall forthwith proceed to convene an Extraordinary General Meeting in accordance with the Acts. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Company may call a general meeting.

#### **NOTICE OF GENERAL MEETINGS**

11. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 90 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 also state that the Member is entitled to appoint a proxy.

12. The notice shall be given to all the members, to the trustees and auditors.
13. 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**

14. 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. Either (a) 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 their proxy or (b) one tenth of the total number of persons entitled so to vote, whichever is the greater, shall constitute a quorum.
15. 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.

16. Any member entitled to attend and vote at a general meeting may participate by means of a telephone conference or other facility enabling all people participating at the meeting to hear each other and participation in a meeting in this manner is taken to be presence in person at the meeting.
17. 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 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.
18. 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.
19. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
20. 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.
21. 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:
  - (m) by the chairman; or
  - (n) by at least two members having the right to vote at the meeting; or
  - (o) 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.
22. 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.

23. 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.
24. 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.
25. 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.
26. 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.
27. 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.
28. 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**

29. Subject to article 25. 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.
30. 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.

31. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
32. 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.
33. An instrument appointing a proxy shall be in such form and be deposited in such manner as the members may determine from time to time.
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 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.
35. Any organisation which is a member of the Company may by resolution of its board of trustees 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 corporation which he represents as that corporation could exercise if it were an individual member of the Company.

#### **TRUSTEES: APPOINTMENT AND ELECTION**

36. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
37. NOT USED
38. The following trustees of the Company may be appointed such that the trustee board will comprise (in aggregate) of the following:
  - (p) up to eight persons appointed by the Principal Sponsor;

- (q) any trustee appointed under article 43;
  - (r) any additional trustees appointed under article 46;
  - (s) any further trustees appointed under article 46A.
39. Future trustees required by article 38 shall be appointed under these articles. Where it is not possible for such a trustee 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.
40. The Principal Sponsor shall appoint the sponsor trustees.
41. Every person proposed to be appointed as a trustee shall sign a declaration in such form to be determined by the trustee board from time to time consenting to act as a trustee.
42. Every person proposed to be appointed shall be subject to such checks as the trustee board may from time to time reasonably require.

#### **CO-OPTED TRUSTEES**

43. The members may appoint up to 3 co-opted trustees.

#### **APPOINTMENT OF ADDITIONAL TRUSTEES**

44. The Secretary of State may give a warning notice to the trustee board where:
- (t) he is satisfied:
    - (1) that the standards of performance of pupils at an Academy are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article 46, or
    - (2) that there has been a serious breakdown in the way an Academy is managed or governed which is prejudicing, or likely to prejudice, such standards of performance, or
    - (3) that the safety of pupils or staff of an Academy is threatened (whether by a breakdown of discipline or otherwise); and
  - (u) the Secretary of State has previously informed the trustee board of the matters on which that conclusion is based; and
  - (v) those matters have not been remedied to the Secretary of States satisfaction within a reasonable period.

45. For the purposes of article 44 a warning notice' is a notice in writing by the Secretary of State setting out:
- (w) the matters referred to in article 44(a);
  - (x) the action which he requires the trustee board to take in order to remedy those matters; and
  - (y) the period within which that action is to be taken by the trustee board ('the compliance period').
46. The Secretary of State may appoint additional trustees as he thinks fit if he has
- (z) given the trustee board a warning notice in accordance with article 44; and
  - (aa) the trustee board has failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period; and
  - (bb) the Secretary of State has given reasonable notice in writing to the trustee board that he proposes to exercise his powers under this article.
- 46A. The Secretary of State may also appoint such further trustees as he thinks fit if a Special Measures Termination Event (as defined in the relevant Funding Agreement) occurs in respect of any Academy.
- 46B. Where the Secretary of State appoints any further trustees in accordance with Article 46A, upon the request of the Secretary of State, any sponsor trustees holding office immediately preceding the appointment of such trustees shall resign immediately, in which case the sponsor trustees power to appoint trustees under Article 40 shall cease.

#### **TERM OF OFFICE**

47. Unless terminated earlier in accordance with these articles, the term of office for any trustee (save that this shall not apply to the sponsor trustees) shall be four years. Subject to remaining eligible to be a trustee any trustee may be re-appointed.

#### **RESIGNATION AND REMOVAL**

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

49. A trustee shall cease to hold office if he is removed by the person or persons who appointed him.
50. 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 clerk.

#### **DISQUALIFICATION OF TRUSTEES**

51. 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 any of the Academies shall be a trustee.
52. 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.
53. A trustee shall cease to hold office if he is absent without the permission of the trustee board from all their meetings held within a period of six months and the trustees resolve that his office be vacated.
54. A person shall be disqualified from holding or continuing to hold office as a trustee if-
  - (cc) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
  - (dd) he is the subject of a bankruptcy restrictions order or an interim order.
55. 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 1988 (failure to pay under county court administration order).
56. A trustee shall cease to hold office if he ceases to be a trustee by virtue of any provision in the Acts 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).
57. 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.

58. A person shall be disqualified from holding or from continuing to hold office as a trustee at any time when he is:
- (ee) included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under Section 1 of the Protection of Children Act 1999; or
  - (ff) disqualified from working with children under sections 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
59. 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.
60. 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 a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
61. A person shall be disqualified from holding or continuing to hold office as a trustee if he has not provided to the Chairman of Governors 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 Governors or the Principal 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.
62. 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 clerk.
63. Articles 51 to 63 also apply to any member of any committee of the trustees who is not a trustee.

#### **CLERK TO THE TRUSTEE BOARD**

64. Subject to the provisions of the Acts, the clerk shall be appointed by the trustees for such term, at such remuneration and upon such conditions as they may think fit; and any clerk so appointed may be appointed by them. The clerk shall be the secretary of the Company. The clerk shall not be a trustee or the Principal. Notwithstanding this article, the trustee board may, where the clerk fails to

attend a meeting of theirs, appoint any one of their number to act as clerk for the purposes of that meeting.

#### **CHAIRMAN AND VICE-CHAIRMAN OF THE TRUSTEE BOARD**

65. The trustees shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number. A trustee who is employed by the Company shall not be eligible for election as chairman or vice-chairman.
66. Subject to article 65, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with that article.
67. 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:
- (gg) he ceases to be a trustee;
  - (hh) he is employed by the Company;
  - (ii) he is removed from office in accordance with these articles; or
  - (jj) in the case of the vice-chairman, he is elected in accordance with these articles to fill a vacancy in the office of chairman.
68. Where by reason of any of the matters referred to in article 67, 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.
69. 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.
70. Where in the circumstances referred to in article 69 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 by the Company.
71. The clerk shall act as chairman during that part of any meeting at which the chairman is elected, but for these purposes article 25 shall not apply.
72. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.

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

(kk) a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the trustee board shall not have effect unless:

(1) it is confirmed by a resolution passed at a second meeting of the trustee board held not less than fourteen days after the first meeting: and

(2) 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.

(ll) before the trustee board 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**

74. Subject to provisions of the Acts, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the trustees who may exercise all the powers of the Company. 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.

75. 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:

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

(nn) to enter into contracts on behalf of the Company.

76. The trustees shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the Academies and shall consider any advice given by the Principals.
- 76A. Any bank account in which any money of the Company is deposited shall be operated by the trustees in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the trustees.

### **TRUSTEES' EXPENSES**

77. Except to the extent permitted by clauses 5 of the memorandum and subject to articles 105 to 106 inclusive 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 Company is a party.

### **THE MINUTES**

78. The minutes of the proceedings of a meeting of the trustee board shall be drawn up and entered into a book kept for the purpose by the person acting as clerk for the purposes of the meeting: and shall be signed (subject to the approval of the trustee board) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
- (oo) all appointments of officers made by the trustees; and
  - (pp) all proceedings at meetings of the Company and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

### **COMMITTEES**

- 78.A Subject to these articles the trustees:
- (qq) shall appoint separate committees to be known as Local Governing Bodies for each Academy; and
  - (rr) may establish any other committee.
- 78.B The trustees may establish any committee, including a Local Governing Body, to exercise, subject to these articles, powers and functions of the trustees. The constitution, membership and proceedings of any committee of the trustees shall be determined by the trustees. The establishment, terms of reference, constitution and membership of any committee of the trustees shall be reviewed at least once in every twelve months. The membership of any committee of the trustees may include persons who are not trustees, provided that a majority of members of any such committee shall be trustees. The trustees may determine

that some or all of the members of a committee who are not trustees shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the trustees unless the majority of members of the committee present are trustees.

## **LOCAL GOVERNING BODY**

79. The Local Governing Bodies shall in the case of each Academy comprise of a maximum of 15 individuals to include:

- 79.1 one or more of the trustees;
- 79.2 the Principal;
- 79.3 up to one elected parent governor;
- 79.4 up to one elected non-teaching staff governor;
- 79.5 up to one elected teacher governor;
- 79.6 up to one person appointed by the LA; and
- 79.7 other such members as the trustees decide.

80. Each Local Governing Body shall have a chairman and a vice chairman. The chairman of each Local Governing Body shall be appointed by the trustees. The chairman of each Local Governing Body shall, subject as provided in these articles, serve in such a capacity for a period of 4 years. The vice-chairman shall be appointed by the trustees and shall, subject as provided in these articles, serve in such a capacity for a period of 4 years. The parent member for each Local Governing Body shall be elected in accordance with a process determined by the trustees. Each Local Governing Body shall also appoint from among its members:-

- (ss) a member of the Local Governing Body with responsibility for Special Educational Needs;
- (tt) a member of the Local Governing Body with responsibility for child protection;
- (uu) a member of the Local Governing Body with responsibility for financial matters at the relevant Academy; and
- (vv) a secretary to the Local Governing Body who shall be responsible for providing administrative assistance to the Local Governing Body including, but not limited to, preparing the minutes of the Local Governing Body meetings.

## **DELEGATION**

81. Subject to these articles the trustees may delegate to any committee including the Local Governing Bodies, any trustee holding an executive office, or to the Principals, 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.
82. Where any function of the trustees has been delegated under article 81 or is otherwise exercised by any committee established by them, including the Local Governing Bodies, any trustee holding an executive office, the Principals 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.
83. NOT USED

## **PRINCIPAL**

84. The trustees shall appoint the Principals of the Academies. Subject to these articles, each Principal shall be responsible for the internal organisation, management and control of each 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 Principal.

## **MEETINGS OF THE TRUSTEE BOARD**

85. Subject to these articles, the trustees may regulate their proceedings as they think fit.
86. The trustee board shall hold at least one meeting in every school term. Meetings of the trustee board shall be convened by the clerk. In exercising his functions under this article the clerk shall comply with any direction
- (ww) given by the trustee board; or
- (xx) given by the chairman of the trustee board or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the trustee board, so far as such direction is not inconsistent with any direction given as mentioned in (a).

87. Any three trustees may, by notice in writing given to the clerk, requisition a meeting of the trustee board; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
88. Each trustee shall be given at least fourteen clear days before the date of a meeting:
- (yy) notice in writing thereof, signed by the clerk, and sent to each trustee at the address provided by each trustee from time to time; and
  - (zz) 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.
89. 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.
90. A resolution to rescind or vary a resolution carried at a previous meeting of the trustee board shall not be proposed at a meeting of the trustee board unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
91. A meeting of the trustees shall be terminated forthwith if
- (aaa) the trustee board so resolve;
  - (bbb) the number of trustees present ceases to constitute a quorum for a meeting of the trustees in accordance with article 94, subject to article 95.
92. Where in accordance with article 91 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.
93. Where the trustee board resolve in accordance with article 92 to adjourn a meeting before all the items of business on the agenda have been disposed of, the trustee board 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.

94. Subject to article 95 the quorum for a meeting of the trustee board, 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.
95. 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.
96. The quorum for the purposes of:
- (ccc) any vote on the removal of a member of the trustee board in accordance with article 50;
  - (ddd) any vote on the removal of the chairman of the trustee board in accordance with articles 50 and 67
- 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.
97. Subject to these articles, every question to be decided at a meeting of the trustee board shall be determined by a majority of the votes of the members present and voting on the question.
98. Subject to articles 91 to 93, 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.
99. The proceedings of the trustee board shall not be invalidated by:
- (eee) any vacancy among their number, or
  - (fff) any defect in the election, appointment or nomination of any trustee.
100. 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.
101. Subject to this article, the trustee board shall ensure that a copy of:
- (ggg) the agenda for every meeting of the trustee board and Local Governing Bodies;

- (hhh) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
  - (iii) the signed minutes of every such meeting; and
  - (jjj) 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.
102. There may be excluded from any item required to be made available in pursuance of article 101, any material relating to:
- (kkk) a named teacher or other person employed, or proposed to be employed at any Academy;
  - (lll) a named pupil at, or candidate for admission to, any Academy; and
  - (mmm) any matter which by reason of its nature, either the trustees or the Local Governing Body (as the case may be) are satisfied should remain confidential.
103. Any trustee shall be able to participate in meetings of the trustee board 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 least 48 hours before the meeting.
104. 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 trustee board as soon as he becomes aware of it, and shall absent himself from any discussion of that Interest by the trustee board.
105. Without prejudice to the generality of article 104 a trustee shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Company if:
- (nnn) he is a director or member holding more than one per cent 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
  - (ooo) he is a partner in a partnership or a 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

- (ppp) 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
106. For the purposes of articles 104 and 105 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:
- (qqq) that trustee's spouse, civil partner, child or stepchild; or
- (rrr) 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
- (sss) a person acting in his capacity as trustee of any trust the beneficiaries of which include:
- (1) the trustee, his spouse, civil partner or any children or stepchildren of his; or
  - (2) a body corporate with which he is associated; or
  - (3) 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**

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

#### **THE SEAL**

108. 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 clerk or by a second trustee.

#### **ACCOUNTS**

109. Accounts shall be prepared in accordance to the provisions of Part VII of the Act (or any statutory re-enactment or modification of that Act).

#### **ANNUAL REPORT**

110. 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**

111. 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**

112. 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.
113. A notice may be given by the Company to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address, within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
114. 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.
115. 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**

116. Subject to the provisions of the Act every trustee or other officer or trustee or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

#### **RULES**

117. 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 Company and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (ttt) the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members:
  - (uuu) the conduct of members of the Company in relation to one another, and to the Company's employees:
  - (vvv) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes:
  - (www) the procedure at general meetings and meetings of the trustees and committees of the trustees and meetings of the Local Governing Bodies in so far as such procedure is not regulated by the articles;
  - (xxx) generally, all such matters as are commonly the subject matter of company rules.
118. The Company 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 Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.
119. Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in general meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis.
120. No person who is a Local Authority Associated Person may be appointed as a trustee if, once the appointment 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.

121. No person who is a Local Authority Associated Person is eligible to be appointed to the office of trustee unless his appointment to such office is authorised by the local authority to which he is associated.
122. If at the time of either his becoming a Member of the Company or his first appointment 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.
123. If at any time the number of trustees or Members who are also Local Authority Associated Persons would (but for Articles 119 to 122 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 date the most recently appointed resigning first.
124. The Members will each notify the Company and each other if at any time they believe that the Company or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act).

We, the persons whose names and addresses are shown below wish to form a Company pursuant to these Articles of Association.

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Names and Addresses of Subscribers

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Frederick William Wood

Pleasant House

Pleasant Place

Louth

Lincolnshire

LN11 0NA

Charles William Dunstone

c/o Fulwood High School and Arts College

Black Bull Lane

Fulwood

Preston

PR2 9YR

Victoria Hornby

4 Adie Road

London

W6 0PW

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Date: 10th July 2009