8th MAY 2018

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

COBHAM FREE SCHOOL TRUST

COMPANY NUMBER: 07643477

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

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ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

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

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

COBHAM FREE SCHOOL TRUST

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INTERPRETATION

1. In these Articles:-

a. Not used;

b. “the Academy" means the school referred to in Article 4a and operated by the Academy Trust

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

d. “the Academy Trust” means the company intended to be regulated by these Articles and referred to in Article 2;

e. “the Articles” means these Articles of Association of the Academy Trust;

f. Not used;

g. Not used;

h. “clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;

i. “Clerk” means the clerk to the Governors or any other person appointed to perform the duties of the clerk to the Governors, including a joint, assistant or deputy clerk;

i(a) “electronic communication” has the meaning given in Section 15(1) of the Electronic Communications Act 2000;

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

k. Not used;

l.(a) “Junior Department” means the department of the Academy that serves pupils from Reception to Year 6;

l.(b) “Junior Department Parent Governor” means a Parent Governor appointed pursuant to Article 53;

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

m. Not used;

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

o. “the Memorandum” means the Memorandum of Association of the Academy Trust;

p. “Office” means the registered office of the Academy Trust;

q. Not used;

r. “Parent Governors” means the Governors elected or appointed pursuant to Articles 53 – 56B inclusive;

s. “Principal" means the head teacher of the Academy;

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

u. Not used;

v. “the seal” means the common seal of the Academy Trust if it has one;

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

x.(a) “Senior Department” means the department of the Academy that serves students from Year 7 to Year 13;

x.(aa) “Senior Department Parent Governor” means a Parent Governor appointed pursuant to Article 53;

x. "Special Educational Needs" has the meaning set out in sections 20(1) and 21(2) of the Children and Families Act 2014;

y. Not used;

z. "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 the Academy;

aa. "the Governors" means the directors of the Academy Trust (and "Governor" means any one of those directors), subject to the definition of this term at Article 6.9 (e) in relation to Articles 6.2-6.9

bb. "the United Kingdom" means Great Britain and Northern Ireland;

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

dd. 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;

ee. 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 **COBHAM FREE SCHOOL TRUST** (and in this document it is called "**the Academy Trust**").

3. The Academy Trust's registered office is to be situated in England and Wales.

OBJECTS

4. The Academy Trust's object ("**the Object**") is 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 a school offering a broad and balanced curriculum ("the **Academy**").

5. In furtherance of the Object but not further or otherwise the Academy Trust 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 Academy Trust;

b. to raise funds and to invite and receive contributions provided that in raising funds the Academy Trust 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 Articles 6.6-6.8 below to employ such staff, as are necessary for the proper pursuit of the Object and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;

e. to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Object;

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

g. to pay out of funds of the Academy Trust the costs, charges and expenses of and incidental to the formation and registration of the Academy Trust;

h. to establish, maintain, carry on, manage and develop the Academy;

i. to offer scholarships, exhibitions, prizes and awards to pupils and former pupils and otherwise to encourage and assist the educational attainment of 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 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 Academy Trust, to borrow and raise money for the furtherance of the Object in such manner and on such security as the Academy Trust may think fit;

m. to deposit or invest any funds of the Academy Trust not immediately required for the furtherance of its Object (but to invest only after obtaining such advice from a financial expert as the Governors 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 Governors;

   ii. every transaction is reported promptly to the Governors;

iii. the performance of the investments is reviewed regularly with the Governors;

iv. the Governors 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 Governors on receipt; and

vii. the financial expert must not do anything outside the powers of the Governors;

o. to arrange for investments or other property of the Academy Trust to be held in the name of a nominee company acting under the control of the Governors or of a financial expert acting under their instructions, and to pay any reasonable fee required;

p. to provide indemnity arrangements to Governors 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 Academy Trust; and

s. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Object.

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

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

a. benefit as a beneficiary of the Academy Trust;

b. be paid reasonable and proper remuneration for any goods or services supplied to the Academy Trust;

c. be paid rent for premises let by the Member of the Academy Trust if the amount of the rent and other terms of the letting are reasonable and proper; and

d. be paid interest on money lent to the Academy Trust at a reasonable and proper rate, such rate not to exceed the Bank of England base rate.

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

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

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

c. the reason for their decision is recorded by the Governors in the minute book.

6.3 A Governor may benefit from any indemnity arrangement purchased at the Academy Trust's expense or any arrangement so agreed with the Secretary of State to cover the liability of the Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Academy Trust: provided that any such arrangement shall not extend to: (i) any claim arising from any act or omission which the

Governors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Governors (or any of them) in reckless disregard to whether it was a breach of trust or breach of duty or not; and (ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Governors (or any of them) in their capacity as directors of the Academy Trust. Further, this Article does not authorise a Governor to benefit from any indemnity arrangement that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.

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

6.5 A Governor may at the discretion of the Governors be reimbursed from the property of the Academy Trust for reasonable expenses properly incurred by him or her when acting on behalf of the Academy Trust, but excluding, except in exceptional circumstances and subject to prior approval of the Secretary of State or his or her authorised representative, expenses in connection with foreign travel.

6.6 No Governor may:

a. buy any goods or services from the Academy Trust;

b. sell goods, services, or any interest in land to the Academy Trust;

c. be employed by, or receive any remuneration from the Academy Trust (other than the Principal to the extent he or she is a Governor, whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8); or

d. receive any other financial benefit from the Academy Trust;

e. unless:

i. the payment is permitted by Article 6.7 and the Governors follow the procedure and observe the conditions set out in Article 6.8; or

ii. the Governors 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 Governor may:

a. receive a benefit from the Academy Trust in the capacity of a beneficiary of the Academy Trust;

b. be employed by the Academy Trust or enter into a contract for the supply of goods or services to the Academy Trust, other than for acting as a Governor;

c. receive interest on money lent to the Academy Trust at a reasonable and proper rate not exceeding the Bank of England Base rate; and

d. receive rent for premises let by the Governor to the Academy Trust if the amount of the rent and the other terms of the lease are reasonable and proper.

6.8 The Academy Trust and its Governors 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 Governor do not exceed an amount that is reasonable in all the circumstances;

b. the Governor is absent from the part of any meeting at which there is discussion of:

i. his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or

ii. his or her performance in the employment, or his or her performance of the contract; or

iii. any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.7; or

iv. any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7;

c. the Governor does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting;

d. save in relation to employing or contracting with the Principal (to the extent that he or she is a Governor), the other Governors are satisfied that it is in the interests of the Academy Trust to employ or to contract with that Governor rather than with someone who is not a Governor. In reaching that decision the Governors must balance the advantage of employing a Governor against the disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest);

e. the reason for their decision is recorded by the Governors in the minute book; and

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

6.8A The provision in Article 6.6 (c) that no Governor may be employed by or receive any remuneration from the Academy Trust (other than the Principal to the extent he or she is a Governor) does not apply to an employee of the Academy Trust who is subsequently elected or appointed as a Governor save that this Article shall only allow such a Governor to receive remuneration or benefit from the Academy Trust in his capacity as an employee of the Academy Trust and provided that the procedure as set out in Articles 6.8(b) and 6.8 (c) is followed.

6.9 In Articles 6.2-6.8A:

a. "company" shall include any company in which the Academy Trust:

- 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. "Governor" shall include any child, stepchild, parent, grandchild,

grandparent, brother, sister or spouse of the Governor or any person living with the Governor as his or her partner;

c. the employment or remuneration of a Governor includes the engagement or remuneration of any firm or company in which the Governor is:

i. a partner;

ii. an employee;

iii. a consultant;

iv. a director;

v. a member; or

vi. a shareholder, unless the shares of the company are that of a public company which are listed on a recognised stock exchange and the Governor holds less than 1% of the issued capital.

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

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

9. If the Academy Trust 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 Academy Trust (except for a Member which is itself a charity fulfilling the criteria set out below), but shall be given or transferred to some other charity or charities having objects similar to the Object which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Academy Trust by Article 6 above, chosen by the Members of the Academy Trust 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 Academy Trust would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Academy Trust would cease to be a charity.

MEMBERS

12. The Members of the Academy Trust shall comprise:

a. the signatories to the Memorandum;

b. not used;

c. not used; and

d. any person appointed under Article 15A

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

12A. An employee of the Academy Trust cannot be a Member of the Academy Trust.

13. Not used.

14. Not used.

15. Membership will terminate automatically if:

a. a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;

b. a Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering his or her own affairs; or

c. a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.

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

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

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

17. Every person nominated to be a Member of the Academy Trust shall 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 on the date of the special resolution passed under Article 16 (or the date given in the resolution, if different) 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 Governors 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 Governors to call a General Meeting, any Governor or any Member of the Academy Trust may call a General Meeting.

NOTICE OF GENERAL MEETINGS

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

21A. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. 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 Governors 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 Governors may determine.

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

26. Not used.

27. Not used.

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, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

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

demanded:

a. by the chairman; or

b. by at least two Members having the right to vote at the meeting; or

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

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

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

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

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

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

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

VOTES OF MEMBERS

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

37. Not used.

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

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

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

> "I/We, …….., of ……, being a Member/Members of the above named Academy Trust, 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 Academy Trust 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 Governors may approve) -

> "I/We, ……., of ……., being a Member/Members of the above named Academy Trust, 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 Academy Trust, 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[ ]"

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 Governors 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 Academy Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

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

c. where the poll is not taken forthwith but is taken not more than 48 hours

after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Clerk or to any Governor,

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

44. Any organisation which is a Member of the Academy Trust 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 Academy Trust, 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 Academy Trust.

GOVERNORS

45. The number of Governors 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 and 53, the Academy Trust shall have the following Governors:

a. up to 12 Governors, appointed under Article 50;

b. not used;

c. 2 Parent Governors elected or appointed under Articles 53-56B.

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

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

49. Future Governors shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Governor 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 GOVERNORS

50. The Members may appoint by ordinary resolution up to 12 Governors

50A. In exercising their powers under Articles 50 and 50A the Members must have regard to creating and maintaining an appropriate balance of skills on the board of Governors.50B. The total number of Governors including the Principal if they so choose to act as Governor under Article 57 who are employees of the Academy Trust shall not exceed one third of the total number of Governors.

51. Not used.

52. Not used.

PARENT GOVERNORS

53. Subject to Article 56A, and a period of up to six months when either of the elected Parent Governor posts may be vacant for administrative or other practical reasons, the Parent Governors shall be elected by parents and individuals exercising parental responsibility of registered pupils at the Academy. A Parent Governor must be a parent of, or an individual exercising parental responsibility for, a registered pupil at the Academy at the time when he is elected. Among the Parent Governors there must be one Parent Governor who is a parent of a pupil in the Junior Department (the "**Junior Department Parent Governor**"), and one Parent Governor who is a parent of a pupil in the Senior Department (the "**Senior Department Parent Governor**").

54. The Board of Governors shall make all necessary arrangements for, and determine all other matters relating to, an election of Parent Governors, including any question of whether a person is a parent, or an individual exercising parental

responsibility, of a registered pupil at the Academy. Any election of Parent Governors which is contested shall be held by secret ballot.

55. The arrangements made for the election of a Parent Governor shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy Trust by a registered pupil at the Academy.

56. Where a vacancy for a Parent Governor is required to be filled by election, the Board of Governors shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent, or an individual exercising parental responsibility, of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

56A. The number of Parent Governors required shall be made up by Parent Governors appointed by the Board of Governors if the number of parents standing for election is less than the number of vacancies and there is a vacancy in the post of Parent Governor for a period of more than 6 months.

56B. In appointing a Parent Governor the Governors shall appoint a person who is the parent, or an individual exercising parental responsibility, of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age..

PRINCIPAL

57. Providing that the Principal agrees so to act, the Members may by ordinary resolution appoint the Principal as a Governor.

CO-OPTED GOVERNORS

58. The Governors may appoint up to 3 Co-opted Governors. A ‘Co-opted Governor’ means a person who is appointed to be a Governor by being Co-opted by Governors who have not themselves been so appointed. The Governors may not co-opt an employee of the Academy Trust as a Co-opted Governor if thereby the number of Governors who are employees of the Academy Trust would exceed one third of the total

number of Governors including the Principal to the extent he or she is a Governor

59 – 63. Not used.

TERM OF OFFICE

64. Subject to Article 64A, the term of office for any Governor shall be four years, save that this time limit shall not apply to any post which is held ex officio. Subject to remaining eligible to be a particular type of Governor, any Governor other than a Parent Governor may be re-appointed or re-elected.

64A. The term of office for any Parent Governor shall be two years. Parent Governors may not be re-elected to serve a further term as a Parent Governor but a person who has previously served as a Parent Governor may subsequently be appointed as a Governor in accordance with Articles 50, 50A or in accordance with Article 58.

RESIGNATION AND REMOVAL

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

65A. A Junior Department Parent Governor shall cease to hold office on the date that he ceases to have a child in the Junior Department.

65B. A Senior Department Parent Governor shall cease to hold office on the date that he ceases to have a child in the Senior Department.

66. A Governor shall cease to hold office if he is removed by the person or persons who appointed or elected him, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.

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

DISQUALIFICATION OF GOVERNORS

68. No person shall be qualified to be a Governor unless he is aged 18 or over at the

date of his election or appointment. No current pupil of the Academy shall be a Governor.

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

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

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

a. he has been declared bankrupt and/or his estate has been seized from his possession for the benefit of his creditors and the declaration or seizure 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 Governor at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

73. A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Companies Act 2006, 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 Governor 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 Governor 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 Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Governor if he has not provided to the chairman of the 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 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.

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

80. Articles 68 to 74, Articles 77 to 79 and Articles 97 to 98 also apply to any member of any committee or delegate of the Governors who is not a Governor.

CLERK TO THE GOVERNORS

81. The Clerk shall be appointed by the Governors 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 Governor, or the Principal. Notwithstanding this Article, the Governors 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. The Clerk may, but need not be, the appointed company secretary of the Academy Trust.

CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNORS

82. The Governors shall each school year elect a chairman and a vice-chairman from among their number. A Governor who is employed by the Academy Trust 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 Governor;

b. he is employed by the Academy Trust;

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 Governors shall at their next meeting elect one of their number to fill that vacancy.

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

87-89. Not used.

90. The Governors 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 Governors shall not have effect unless:

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

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

92. Before the Governors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Governor or Governors 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 GOVERNORS

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Governors who may exercise all the powers of the Academy Trust. No alteration of the Articles and no such direction shall invalidate any prior act of the Governors 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 Governors by the Articles and a meeting of Governors at which a quorum is present may exercise all the powers exercisable by the Governors.

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

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

b. to enter into contracts on behalf of the Academy Trust.

95. In the exercise of their powers and functions, the Governors may consider any advice given by the Principal to the extent he or she is not a Governor and any other executive officer.

96. Any bank account in which any money of the Academy Trust is deposited shall be

operated by the Governors in the name of the Academy Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Governors.

CONFLICTS OF INTEREST

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

98. For the purpose of Article 97, a Governor has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Governor as permitted by and as defined by Articles 6.5-6.8A.

THE MINUTES

99. The minutes of the proceedings of a meeting of the Governors and records of resolutions shall be prepared and 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 Governors) at the same or next subsequent meeting by the person acting as chairman thereof.

COMMITTEES

100. Subject to these Articles, the Governors may establish any committee they determine necessary.

101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Governors. The establishment, terms of reference, constitution and membership of any committee of the Governors shall be reviewed at least once in every twelve months. The membership of any committee of the Governors may include persons who are not Governors, provided that a majority of members of any such committee shall be Governors. The Governors may determine that some or all of

the members of a committee who are not Governors 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 Governors unless the majority of members of the committee present are Governors.

101A. Not used.

102. Not used.

103. Not used.

104. The functions, duties and proceedings of committees shall be subject to regulations made by the Governors from time to time.

DELEGATION

105. The Governors may delegate any of their powers or functions (including the power to sub-delegate) to any Governor, committee , the Principal or any other holder of an executive office. Any such delegation shall be made in writing or recorded as a decision of a Governors' meeting and subject to any conditions the Governors may impose, and may be revoked or altered.

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

106. Where any power or function of the Governors has been exercised by any committee, any Governor, the Principal any other holder of an executive office, or a person to whom a power or function has been sub-delegated under Article 105A, that person or committee shall report to the Governors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Governors immediately following the taking of the action or the making of the decision provided that the exercise of any such powers or functions sub-delegated by the Principal or other senior members of staff may be reported as appropriate.

PRINCIPAL

107. The Governors shall appoint the Principal of the Academy. The Governors may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Governors and for the direction of the teaching and curriculum at the Academy).

MEETINGS OF THE GOVERNORS

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

109. The Governors shall hold at least three meetings in every school year. Meetings of the Governors shall be convened by the Clerk. In exercising his functions under this Article the Clerk shall comply with any direction:

a. given by the Governors; or

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

110. Any three Governors may, by notice in writing (which may be by electronic communication) given to the Clerk, requisition a meeting of the Governors; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.

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

meeting:

a. notice in writing thereof, including by (which may be by electronic communication), and sent to each Governor at the address provided by each Governor from time to time; and

b. 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 thereof are given within such shorter period as he directs.

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

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

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

a. the Governors so resolve; or

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

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

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

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

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

119. The quorum for the purposes of:

a. any vote on the removal of a Governor in accordance with Article 66; and

b. any vote on the removal of the chairman of the Governors in accordance with Article 90;

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

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

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

122. The proceedings of the Governors shall not be invalidated by:

a. any vacancy among their number; or

b. any defect in the election, appointment or nomination of any Governor.

123. This Article 123 shall apply to a resolution in writing of Governors or a committee of Governors except for a resolution of Governors under Article 90:

a. a resolution in writing (including by electronic communication), signed or approved by all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors, shall be valid and effective as if it had been passed at a meeting of Governors or (as the case may be) a committee of Governors duly convened and held;

b. such a resolution may, if in writing, consist of several documents in the same form, each signed by one or more of the Governors;

c. such a resolution, if passed by electronic communication, shall comply with the following conditions:

(i) approval from each Governor must be received by one person being either such person as all the Governor have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Governors;

(ii) following receipt of responses from all the Governors, the Recipient must communicate to all the Governors (by any means) whether the resolution has been formally approved by the Governors in accordance with this Article 123(c);

(iii) the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

d. the Recipient must prepare a minute of the decision in accordance with Article 99 (minutes).

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

a. the agenda for every meeting of the Governors;

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

c. the signed minutes of every such meeting; and

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

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

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

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

b. a named pupil or named student at, or candidate for admission or referral to, the Academy; and

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

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

a. he has given notice of his intention to do so, and has provided any necessary information (such as the telephone number on which he can be reached and/or video conferencing details) with sufficient time before the meeting for any necessary arrangements to be made; and

b. the Governors have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate

by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

PATRONS AND HONORARY OFFICERS

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

THE SEAL

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

ACCOUNTS

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

ANNUAL REPORT

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

ANNUAL RETURN

131. The Governors shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each

Academy Financial Year.

NOTICES

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

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

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

135. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

136. Subject to the provisions of the Companies Act 2006 and Article 6.3 every Governor or other officer or auditor of the Academy Trust shall be indemnified out of the assets of the Academy Trust against any liability incurred by him in that capacity in

defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Academy Trust.

RULES

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

a. the admission and classification of Members of the Academy Trust (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;

b. the conduct of Members of the Academy Trust in relation to one another, and to the Academy Trust's servants;

c. the setting aside of the whole or any part or parts of the Academy Trust's premises at any particular time or times or for any particular purpose or purposes;

d. the procedure at General Meetings and meetings of the Governors and committees of the Governors in so far as such procedure is not regulated by the Articles; and

e. generally, all such matters as are commonly the subject matter of company rules.

138. The Academy Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Governors shall adopt such means as they think sufficient to bring to the notice of Members of the Academy Trust all such rules or bye laws, which

shall be binding on all Members of the Academy Trust. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

AVOIDING INFLUENCED COMPANY STATUS

139. Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall 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.

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

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

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

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

144. The Members will each notify the Academy Trust and each other if at any time they believe that the Academy Trust or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act) 1989.