

DATED 28 MAY 2012

THE COMPANIES ACT 2006

A COMPANY NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ST CYPRIAN'S GREEK ORTHODOX PRIMARY ACADEMY

COMPANY NUMBER: 8085808

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INTERPRETATION

1. In these Articles:-

- (a) "Academy" means the school referred to in Article 4 and established by the Academy Trust;
- (b) "Academy Financial Year" means the academic year from 1 September to 31 August in any year;
- (c) "Academy Trust" means the company intended to be regulated by these Articles and referred to in Article 2;
- (d) "Additional Governors" means the Governors appointed pursuant to Article 62 and 62A;
- (e) not used;
- (e)(A) "Archbishop" means His Eminence the Archbishop of Thyateira and Great Britain;
- (e)(B) "Archdiocese" means the Greek Orthodox Archdiocese in which the Academy is situated;
- (f) "the Articles" means these Articles of Association of the Academy Trust;
- (g) "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor;
- (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) not used;
- (j) not used;
- (k) not used;
- (l) not used;
- (m) "Financial Expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- (n) "Funding Agreement" means the agreement made under section 1 of the Academies Act 2010 between the Academy Trust and the Secretary of State to establish the Academy;
- (o) "Further Governors" means the Governors appointed pursuant to Article 63;

- (p) "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(b) in relation to Articles 6.2 to 6.9;
- (q) "the Incumbent(s)" means the Incumbent(s) of [provide details] or in the case of a vacancy or unwillingness of the Incumbent(s) to act such person(s) as may be appointed to act in their stead by the Archbishop;
- (r) "LA" means the local authority covering the area in which the Academy is situated;
- (s) "LA Governor" means the Governor who may be appointed pursuant to Article 51;
- (t) "Local Authority Associated Persons" means any person associated with any local authority within the meaning given in section 69 of the Local Government and Housing Act 1989;
- (u) "Member" means a member of the Academy Trust and someone who as such is bound by the undertaking contained in Article 8;
- (v) "Memorandum" means the Memorandum of Association of the Academy Trust;
- (v)(A) "Oecumenical Patriarchate" means the Oecumenical Patriarchate of the Orthodox Church;
- (w) "Office" means the registered office of the Academy Trust;
- (x) "Parent Governors" means the Governors appointed pursuant to Articles 53 to 58 inclusive;
- (y) not used;
- (z) "Principal" means the head teacher of the Academy;
- (aa) "Principal Regulator" means the body or person appointed as the Principal Regulator under the Charities Act 2006;
- (bb) not used;
- (cc) "seal" means the common seal of the Academy Trust if it has one;
- (dd) "Secretary" means the secretary of the Academy Trust or any other person appointed to perform the duties of the secretary of the Academy Trust, including a joint, assistant or deputy secretary;
- (ee) "Secretary of State" means the Secretary of State for Education or successor;
- (ff) "Staff Governor" means an employee of the Academy Trust who may be appointed as a Governor pursuant to Article 50A;
- (gg) "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;

- (hh) "Trustees" means those trustees holding the school site and providing it to the Academy Trust for use and occupation by the Academy<sup>1</sup>;
  - (ii) "United Kingdom" means Great Britain and Northern Ireland;
  - (jj) words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;
  - (kk) 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;
  - (ll) any reference to a statute or statutory provision or measure shall include any statute or statutory provision or measure which replaces or supersedes such statute or statutory provision or measure including any modification or amendment thereto.
2. The company's name is St Cyprian's Greek Orthodox Primary Academy (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 objects ("the Objects") are specifically restricted to the following:- 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 with a designated Greek Orthodox religious character:
  - (a) offering a broad and balanced curriculum conducted in accordance with the principles, practices and tenets of the Greek Orthodox faith both generally and in particular in relation to arranging for religious education and daily acts of worship (as required by the Funding Agreement), and in having regard to the guidance of the Archbishop ("the Academy"); and
  - (b) to promote for the benefit of the inhabitants of the area surrounding the Academy the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.
5. In furtherance of the Objects but not further or otherwise the 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;

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<sup>1</sup> There are various references in this Memorandum and Articles of Association to the involvement we consider the Trustees should have in relation to the running of the Academy whether or not the Trustees (as defined) are also members of the Academy Trust.

- (c) (subject to such further consents as may be required by law or as may be required from the Trustees as landlord/licensor where this is the case) to acquire, alter, improve and charge or otherwise dispose of property;
- (d) subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Objects (including the maintenance of an effective Greek Orthodox ethos) and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- (e) to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects;
- (f) to co-operate with other charities, other independent and maintained schools, 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 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 at Springfield Road, Thornton Heath, Surrey, CR7 8DZ;
- (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 areas of curricular specialisation of the Academy 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 from the Trustees or otherwise 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 Objects 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 Objects (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 insurance to cover the liability of Governors 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 Academy Trust:- Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors 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 Governors in their capacity as Governors;
- (q) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy Trust;
- (r) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects and appropriate to the religious character of the Academy.

## 6.

- 6.1 The income and property of the Academy Trust shall be applied solely towards the promotion of the Objects.
- 6.2 None of the income or property of the Academy Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Academy Trust. Nonetheless a Member of the Academy Trust who is not also a 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 two per cent (2%) per annum below the base lending rate of a UK clearing bank selected by the Governors, or nought point five per cent (0.5%), whichever is the higher.
- 6.3 A Governor may benefit from any indemnity insurance purchased at the Academy Trust's expense 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 insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors 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 Governors in their capacity as directors of the Academy Trust.

6.4 A company, which has shares listed on a recognised stock exchange and of which any one Governor holds no more than one per cent (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 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 and any Staff Governor whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8);
- (d) receive any other financial benefit from the Academy Trust;

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 two per cent (2%) per annum below the base rate of a clearing bank to be selected by the Governors, or nought point five per cent (0.5%), whichever is the higher;
- (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 (a Governor pursuant to Articles 46 and 52) 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;
- (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 or a Staff Governor) does not apply to an existing employee of the Academy Trust who is subsequently elected or appointed as a Governor save that this clause 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)(i), (ii) and 6.8(c) is followed.

6.9 In Articles 6.2 to 6.9:-

- (a) "Academy Trust" shall include any company in which the Academy Trust:-
  - (i) holds more than fifty per cent (50%) of the shares; or
  - (ii) controls more than fifty per cent (50%) of the voting rights attached to the shares; or



- (iii) 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 listed on a recognised stock exchange and the Governor holds less than one per cent (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 ten pounds (£10)) to the Academy Trust's assets if it should be wound up while he or she is a Member or within one (1) 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 contributories among themselves.
9. If the Academy Trust 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 Academy Trust, 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 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. No alteration or addition shall be made to or in the provisions of the Articles without the written consent of the Secretary of State and the Archbishop.<sup>2</sup>
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; or

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<sup>2</sup>The reference to the requirement that the consent of the Archbishop be obtained (whether they are members or otherwise) corresponds to the requirement for maintained schools that the consent of similar persons be obtained prior to a change to the Instrument of Government under the Schools Governance (Constitution) (England) Regulations 2007

- (c) that it might weaken the maintenance of an effective Greek Orthodox ethos at the Academy.

## MEMBERS

12. The Members of the Academy Trust shall comprise:-

- (a) the signatories to the Memorandum<sup>3</sup> who are:-
- (i) His Eminence the Archbishop of Thyateira and Great Britain;
  - (ii) One of the Trustees;
  - (iii) A member of the congregation of The Greek Orthodox Church of Saints Constantine and Helen, Crystal Palace;
  - (iv) A member of the congregation of any one of The Greek Orthodox Church of St Nectarius, Battersea, The Greek Orthodox Church of St George, Kingston-upon-Thames, Nativity of the Mother of God (Cathedral), Camberwell and The Greek Orthodox Church of Christ the Saviour, Welling;
- (b) not used;<sup>4</sup>
- (c) one (1) person appointed by the Secretary of State, in the event that the Secretary of State appoints a person for this purpose;
- (d) the chairman of the Governors; and
- (e) any person appointed under Article 16.

12A The Secretary of State's appointed Member (further to Article 12(c)) shall become a Member upon the Secretary of State delivering, or posting (by registered post), to the Office of the Academy Trust a notice appointing a person as his Member.

13. Each of the persons entitled to appoint Members in Article 12 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.

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<sup>3</sup> There must be no less than 3 signatories to the Memorandum of Association and in the case of a Greek Orthodox academy we consider only Greek Orthodox members should be the initial signatories and should ensure that they will together constitute the majority of the Members at all times. **THIS IS FUNDAMENTAL.** For a Greek Orthodox school converting to an academy we recommend the starting point for choosing who the Greek Orthodox members should be would be those Greek Orthodox corporate bodies, or corporate persons who are responsible for the appointment of foundation governors to the predecessor school. The following are potential corporate members:- (a) The Diocesan Board of Education (if it is an incorporated body) or any other corporate body established in association with it, or otherwise the Diocesan Board of Finance (with the DBE acting on its behalf if the DBE is not a corporate body) [in fact we recommend that the DBE, or a corporate body established in association with it or the DBF be a member whether or not they had a role as appointing foundation governors in the predecessor school] (b) any relevant PCC (c) any relevant Incumbent (d) any relevant Area Dean (e) the Trustees (f) the Diocesan Bishop. Advice should be taken as to appropriate members in each situation. It is important that corporate bodies or persons demonstrably acting in their corporate capacity are chosen as members. There are two points to make here:- (1) New members can only be appointed by unanimous agreement of the other members so having corporate persons avoids problems of death and ensures automatic succession (2) The Memorandum and Articles of Association constitutes a contract between the members and the academy trust so it is important that those who previously had powers of appointment of foundation governors in the predecessor school now actually are the members themselves. They can appoint an individual as a representative to represent them at meetings.

<sup>4</sup> Optional Article for use if a particular body associated with the school is to have entitlement to appoint member[s]. For academies with a Greek Orthodox designated religious character this should normally be the Diocesan Board of Education or body associated with it, or the DBF (with the DBE acting on its behalf) after consultation with any relevant parish(es) and/or deanery(ies). It is important that such person be a member so as to ensure that body can enforce this article if the members elect to keep this in.

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

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

their right to appoint Members under these Articles shall vest in the remaining Members.

15. Membership will terminate automatically if:-

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

16. The Members with the written consent of the Diocesan Board of Education may agree unanimously in writing to appoint such additional Members as they think fit and may unanimously (save that the agreement of the Member(s) to be removed shall not be required) in writing agree to remove any such additional Members.

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

18. Any individual (but not corporate) Member may resign provided that after such resignation the number of Members is not less than three (3). A Member shall cease to be one immediately on the receipt by the Academy Trust of a notice in writing signed by the person or persons entitled to remove him under Articles 13 or 16, provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member.<sup>5</sup>

### **GENERAL MEETINGS**

19. The Academy Trust shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen (15) months shall elapse between the date of one Annual General Meeting of the Academy Trust and that of the next. Provided that so long as the Academy Trust holds its first Annual General Meeting within eighteen (18) 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 Governors shall appoint. All meetings other than Annual General Meetings shall be called General Meetings.

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

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<sup>5</sup> Resignations which threaten Greek Orthodox members losing their majority should be avoided.

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 (14) 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 and together representing not less than ninety per cent (90%) of the total voting rights at that meeting. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy. The notice shall be given to all the Members, to the 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 (2) 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 chairman, if any, of the Governors or in his absence some other Governor nominated by the Governors shall preside as chairman of the meeting, but if neither the chairman nor such other Governor (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Governors present shall elect one (1) of their number to be chairman and, if there is only one Governor present and willing to act, he shall be the chairman.
26. If no Governor is willing to act as chairman, or if no Governor is present within fifteen (15) minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
27. A Governor shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
28. The chairman may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) 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 (30) days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
  34. No notice need be given of a poll not taken immediately if the time, 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 (7) 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 (1) or more Members.

### **VOTES OF MEMBERS**

36. On the show of hands every Member present in person shall have one (1) vote. On a poll every Member present in person or by proxy shall have one (1) 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 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 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 Members 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 forty eight (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 forty eight (48) hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than twenty four (24) hours before the time appointed for the taking of the poll;
- (c) where the poll is not taken forthwith but is taken not more than forty eight (48) hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any 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.<sup>6</sup>

## 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 to 49 and 64, the Academy Trust shall have the following Governors:-<sup>7</sup>
- (a) not less than 9 Governors, appointed under Article 50;
  - (b) up to 2 Staff Governors, if appointed under Article 50A;<sup>8</sup>
  - (c) not used;
  - (d) three (3) Parent Governors appointed under Articles 53 and 58;
  - (e) the Principal;
  - (f) any Additional Governors, if appointed under Article 62, 62A or 68A; and
  - (g) any Further Governors, if appointed under Article 63 or Article 68A.
47. The Academy Trust may also have any Co-opted Governor appointed under Article 59.
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 or the Principal has not been appointed, then the relevant Article or part thereof shall not apply.

## APPOINTMENT OF GOVERNORS

50. The Members shall appoint a minimum of nine (9) Governors of whom the following corporate members shall also be a governor: the Archbishop, and of whom three (3) shall be parents of pupils in the Academy at the time of their appointment. Should the Archbishop be unable or

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<sup>6</sup> Greek Orthodox bodies that become corporate members of academy companies will need to use this power to appoint individuals to attend meetings and act on their behalf.

<sup>7</sup> Care needs to be taken here to ensure that at all times including if Co-Opted Governors are appointed pursuant to Article 59 Governors appointed by Church bodies are in the majority. Since Staff Governors and the LA Governor are optional a decision on their numbers needs to be taken into account.

<sup>8</sup> It is a requirement of the DfE that the model Memorandum and Articles of Association permit up to one-third of the total number of Governors (disregarding appointments by the Secretary of State) to be Staff Governors so staff numbers may amount to no more than one-third of the total number of Governors. Note however that the DfE do not require any Staff Governors to be appointed. They are optional.

unwilling to act as a governor due to illness or some other long term absence he shall be replaced by the most senior of the assistant bishops of the Archdiocese who is willing and able to act. In the case of a vacancy in the Archbishop's office, the locum tenens appointed to the Archdiocese by the Oecumenical Patriarchate shall be a governor.

- 50A The Members may appoint 2 Staff Governors through such process as they may determine.<sup>9</sup>
51. Not used.
52. The Principal shall be treated for all purposes as being an ex officio Governor.
53. Subject to Article 57, the Parent Governors shall be elected by parents of registered pupils at the Academy. A Parent Governor must be a parent of a pupil at the Academy at the time when he is elected.
54. The Governing Body 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 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 Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent 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.
57. The number of Parent Governors required shall be made up by Parent Governors appointed by the Governing Body if the number of parents standing for election is less than the number of vacancies.
58. In appointing a Parent Governor the Governing Body shall appoint a person who is the parent 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.
- 58A The first Staff Governors shall be those people who filled those positions on the Governing Body of the predecessor St Cyprian's Greek Orthodox Primary School at its closure (provided they remain eligible under these Articles) who shall become Governors of the Academy on the opening of the Academy as Staff Governors for the remainder of the terms of office for which they were elected to the predecessor Governing Body.

### **CO-OPTED GOVERNORS**

59. The Governors appointed under Article 50 with the consent of the Archbishop may appoint up to two (2) Co-opted Governors for such term (not exceeding four (4) years) and otherwise upon such conditions as they shall think fit. 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).

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<sup>9</sup> Please refer to footnote 8 above