

## APPOINTMENT OF ADDITIONAL GOVERNORS

60. The Secretary of State may give a warning notice to the Governors (which he shall copy to the Diocesan Board of Education) where he is satisfied:-
- (a) that the standards of performance of pupils at the Academy are unacceptably low, or
  - (b) that there has been a serious breakdown in the way the Academy is managed or governed; or
  - (c) that the safety of pupils or staff of the Academy is threatened (whether by a breakdown of discipline or otherwise).
61. For the purposes of Article 60 a "warning notice" is a notice in writing by the Secretary of State to the Academy Trust delivered to the Office setting out:-
- (a) the matters referred to in Article 60;
  - (b) the action which he requires the Governors to take in order to remedy those matters; and
  - (c) the period within which that action is to be taken by the Governors ("the compliance period").
62. The Secretary of State may appoint such Additional Governors as he thinks fit (after consultation with the Diocesan Board of Education) if the Secretary of State has:-
- (a) given the Governors a warning notice in accordance with Article 60; and
  - (b) the Governors have failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period.
- 62A The Secretary of State may also appoint such Additional Governors (after consultation with the Archbishop) where following an Inspection by the Chief Inspector in accordance with the Education Act 2005 (an "Inspection") the Academy Trust receives an Ofsted grading (being a grade referred to in The Framework for School Inspection or any modification or replacement of that document for the time being in force) which amounts to a drop, either from one Inspection to the next Inspection or between any two Inspections carried out within a five (5) year period, of two (2) Ofsted grades. For the purposes of the foregoing the grade received by the predecessor maintained school known as St Cyprian's Greek Orthodox Primary School shall be regarded as the grade received by the Academy.
63. The Secretary of State may also appoint such Further Governors as he thinks fit (after consultation with the Diocesan Board of Education) if a Special Measures Termination Event (as defined in the Funding Agreement) occurs in respect of the Academy.
64. Within five (5) days of the Secretary of State appointing any Additional or Further Governors in accordance with Articles 62, 62A or 63, any Governors appointed under Article 50 and holding office immediately preceding the appointment of such Governors, shall resign immediately and the Members' power to appoint Governors under Article 50 shall remain suspended until the Secretary of State removes one or more of the Additional or Further Governors.

## **TERM OF OFFICE**

66. The term of office for any Governor (other than Co-opted Governors under Article 59) shall be four (4) years, save that this time limit shall not apply to the Archbishop. Subject to remaining eligible to be a particular type of Governor, any Governor may be re-appointed or re-elected.

## **RESIGNATION AND REMOVAL**

66. 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).
67. A Governor shall cease to hold office if he is removed by the person or persons who appointed him. This Article does not apply in respect of a Parent Governor.
68. 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 Secretary.
- 68A Where an Additional or Further Governor appointed pursuant to Articles 62, 62A or 63 ceases to hold office as a Governor for any reason, other than being removed by the Secretary of State, the Secretary of State shall be entitled to appoint an Additional or Further Governor in his place.

## **DISQUALIFICATION OF GOVERNORS**

69. No person shall be qualified to be a Governor unless he is aged eighteen (18) or over at the date of his election or appointment. No current pupil of the Academy shall be a Governor.
70. A Governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
71. 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 (6) months and the Governors resolve that his office be vacated.
72. A person shall be disqualified from holding or continuing to hold office as a Governor if:-
- (a) his estate has been sequestered and the sequestration has not been discharged, annulled or reduced; or
  - (b) he is the subject of a bankruptcy restrictions order or an interim order.
73. 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).
74. A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
75. 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.

76. A person shall be disqualified from holding or from continuing to hold office as a Governor at any time when he is:-
- (a) included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
  - (b) disqualified from working with children in accordance with section 35 of the Criminal Justice and Court Services Act 2000; or
  - (c) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
77. A person shall be disqualified from holding or continuing to hold office as a Governor if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
78. 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 72 of the Charities Act 1993.
79. 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.
80. 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 Secretary.
81. Articles 69 to 80 and Articles 98 to 99 also apply to any member of any committee of the Governors who is not a Governor.

### **SECRETARY TO THE GOVERNORS**

82. The Secretary shall be appointed by the Governors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The Secretary shall not be a Governor or a Principal. Notwithstanding this Article, the Governors may, where the Secretary fails to attend a meeting of theirs, appoint any one (1) of their number or any other person to act as Secretary for the purposes of that meeting.

### **CHAIRMAN AND VICE CHAIRMAN OF THE GOVERNORS**

83. The Governors shall each school year, at their first meeting in that 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.

84. Subject to Article 85, the chairman or vice chairman shall hold office as such until his successor has been elected in accordance with Article 86.
85. The chairman or vice chairman may at any time resign his office by giving notice in writing to the Secretary. 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.
86. Where by reason of any of the matters referred to in Article 85, 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.
87. 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.
88. Where in the circumstances referred to in Article 87 the vice chairman is also absent from the meeting or there is at the time a vacancy in the office of vice chairman, the Governors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Governor elected shall not be a person who is employed by the Academy Trust.
89. The Secretary shall act as chairman during that part of any meeting at which the chairman is elected.
90. Any election of the chairman or vice chairman which is contested shall be held by secret ballot.
91. The Governors may remove the chairman or vice chairman from office in accordance with these Articles.
92. 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.
93. 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**

94. 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.

95. 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 Objects and to invest in the name of the Academy Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
- (b) to enter into contracts on behalf of the Academy Trust.

96. In the exercise of their powers and functions, the Governors may consider any advice given by the Principal and any other executive officer.

97. 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**

98. 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).

99. For the purpose of Article 98, 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 to 6.9.

#### **THE MINUTES**

100. The minutes of the proceedings of a meeting of the Governors shall be drawn up and entered into a book kept for the purpose by the person acting as Secretary 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. The minutes shall include a record of:-

- (a) all appointments of officers made by the Governors; and
- (b) all proceedings at meetings of the Academy Trust and of the Governors and of committees of Governors including the names of the Governors present at each such meeting.

#### **COMMITTEES**

101. Subject to these Articles, the Governors may establish any committee. 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 (12) 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.

### **DELEGATION**

102 The Governors may delegate to any Governor, committee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Governors may impose and may be revoked or altered.

103. Where any power or function of the Governors is exercised by any committee, any Governor, Principal or any other holder of an executive office, 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.

### **PRINCIPAL AND STAFF**

104. The Governors having made use of their powers under section 124A of the School Standards and Framework Act 1998) shall appoint the Principal. 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).

104A In appointing staff the governors will have regard to their powers under section 124A of the School Standards and Framework Act 1998 and to their power to declare a Genuine Occupational Requirement for non-teaching appointments where they believe this to be justified.

### **MEETINGS OF THE GOVERNORS**

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

106. The Governors shall hold at least three (3) meetings in every school year. Meetings of the Governors shall be convened by the Secretary. In exercising his functions under this Article the Secretary 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).

107. Any three (3) Governors may, by notice in writing given to the Secretary, requisition a meeting of the Governors; and it shall be the duty of the Secretary to convene such a meeting as soon as is reasonably practicable.

108. Each Governor shall be given at least fourteen (14) clear days before the date of a meeting:-

- (a) notice in writing thereof, signed by the Secretary, 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.

109. 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.

110. 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.

111. 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 114, subject to Article 116.

112. Where in accordance with Article 111 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 Secretary 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.

113. Where the Governors resolve in accordance with Article 111 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 Secretary to convene a meeting accordingly.

114. Subject to Article 116 the quorum for a meeting of the Governors, and any vote on any matter thereat, shall be any three (3) 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. If the Secretary of State has appointed Additional or Further Governors then a majority of the quorum must be made up of Additional or Further Governors.

115. 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.

116. The quorum for the purposes of:-

- (a) appointing a parent Governor under Article 57;
- (b) any vote on the removal of a Governor in accordance with Article 67;
- (c) any vote on the removal of the chairman of the Governors in accordance with Article 91;



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.

117. 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.

118. Subject to Articles 114 to 116, 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.

119. 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.

120. A resolution in writing, signed 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. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors.

121. Subject to Article 122, 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.

122. There may be excluded from any item required to be made available in pursuance of Article 121, any material relating to:-

- (a) a named teacher or other person employed, or proposed to be employed, at the Academy;
- (b) a named pupil at, or candidate for admission to, the Academy; and
- (c) any matter which, by reason of its nature, the Governors are satisfied should remain confidential.

123. 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 detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least forty eight (48) hours before the meeting; 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**

124. 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**

125. 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 Secretary or by a second Governor.

### **ACCOUNTS**

126. Accounts shall be prepared in accordance with the relevant 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**

127. 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**

128. 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**

129. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Governors) 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.
130. 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.

131. 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.

132. 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 forty eight (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 forty eight (48) hours after the time it was sent.

### **INDEMNITY**

133. Subject to the provisions of the Companies Act 2006 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**

134. 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 in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:-

- (a) 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;
- (b) the procedure at meetings of the Governors and committees of the Governors in so far as such procedure is not regulated by the Articles; and
- (c) generally, all such matters as are commonly the subject matter of company rules.

135. The Academy Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws but only with the consent of the Diocesan Board of Education. 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**

136. Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed nineteen point nine per cent (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.

137. No person who is a Local Authority Associated Person may be appointed as a Governor if, once the appointment had taken effect, the number of Governors who are Local Authority Associated Persons would represent twenty per cent (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 nineteen point nine per cent (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.

138. No person who is a Local Authority Associated Person is eligible to be appointed to the office of Governor unless his appointment to such office is authorised by the local authority to which he is associated.
139. If at the time of either his becoming a Member of the Academy Trust or his first appointment 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.
140. If at any time the number of Governors or Members who are also Local Authority Associated Persons would (but for Articles 136 to 139 inclusive) represent twenty per cent (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 twenty per cent (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 date the most recently appointed resigning first.
141. 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).