

2015

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
THE ROMERO CATHOLIC ACADEMY

COMPANY NUMBER:

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INTERPRETATION

1. In these Articles:-
 - a. "the Academies" means all the schools referred to in Article 5C(h) and established by the Company (and "Academy" shall mean any one of those schools) ¹;
 - A.1 "Academy Committees" means any committees established by the Directors pursuant to Article 100(a) (and "Academy Committee" means any one of these committees);
 - b. Not used;
 - c. "Directors" means the Directors appointed pursuant to Articles 51-52 and Director shall mean any one of those Directors;
 - d. "the Articles" means these Articles of Association of the Company excluding for the avoidance of doubt any Scheme of Delegation which may be appended to these Articles on incorporation;
 - e. "Canon Law" means the Canon Law of the Catholic Church from time to time in force and if any question arises as to the interpretation of Canon Law, this shall be determined exclusively by the Diocesan Bishop;
 - f. "Catholic" means in full communion with the See of Rome;

¹ This definition will need to be amended if the Trust is to run any 16-19 academies.

- g. “Catholic school” means a school for the time being recognised as a Catholic school by the Diocesan Bishop, and conducted in accordance with:
 - (i) The doctrinal, social and moral teachings, practices and tenets of the Catholic Church;
 - (ii) Canon Law; and
 - (iii) All diocesan directives and policies issued by the Diocesan Bishop for the time being in force;
- h. Not used;
- i. “Chief Inspector” means Her Majesty’s Chief Inspector of Education, Children’s Services and Skills or his successor;
- j. “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;
- k. “Clerk” means the clerk to the Directors or any other person appointed to perform the duties of the clerk to the Directors including a joint, assistant or deputy clerk;
- l. “the Company” means save as otherwise defined at Article 6.9 the company intended to be regulated by these Articles and referred to in Article 2;
- m. “Diocese” means the Roman Catholic diocese in which the Academy is situated;
- n. “Diocesan Bishop” means the Bishop of the Diocese (as defined in Canon Law) and in the case of the See being vacant or impeded, the person or persons on whom the governance of the See has devolved in accordance with Canon Law and, for the purposes of any action contemplated in these Articles includes

any person or office exercising ordinary jurisdiction in his name and any person to whom the Diocesan Bishop's powers and functions have been delegated, including officers of the Diocesan Education Service;

- o. "the Directors" means save as otherwise defined at Article 6.9 the directors of the Company (and "Director" means any one of those directors);²
- p. Not used;
- P.1 "Executive Principal" means such person as may be appointed by the Directors as the Executive Principal of the Company with line management responsibility over all of the Academies' Principals and responsibility for standards in all the Academies;
- q. "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- r. "Foundation Director" means a Director appointed pursuant to Article 50A;
- s. "Founder Member" means the Barberi and Newman Academy Trust (Company Number 8183803) and, where appropriate, any successor of such entity as determined by the Diocesan Bishop from time to time;
- t. Not used;
- u. Not used;
- v. "Member" means a member of the Company and someone who as such is bound by the undertaking contained in Article 8;

² Directors will be appointed to the board which will have a strategic function in the running of the Academies within the group. The composition of the board needs to be considered carefully ³ Careful thought has been given to the Scheme of Delegation and the form appended has been approved by the Trustees of the Archdiocese of Birmingham. The DfE acknowledge that the Scheme of Delegation, although a legally binding document does not require its approval.

- w. “the Memorandum” means the Memorandum of Association of the Company;
- x. “Office” means the registered office of the Company;
- y. “Parent Directors” means the Directors elected or appointed pursuant to Articles 51-54B inclusive;
- z. Not used;
- aa. “Principals” means the head teachers of the Academies (and “Principal” means any one of these head teachers);
- AA.1 “Principal Director” means any Principal appointed as a Director pursuant to Article 55 to 56A, as the case may be;
- bb. “Principal Regulator” means the body or person appointed as the Principal Regulator under the Charities Act 2011;
- cc. “Relevant Funding Agreements” means the agreement or agreements entered into by the Company and the Secretary of State under section 1 of the Academies Act 2010 for the establishment of each Academy, including any variation or supplemental agreements thereof;
- dd. Not used;
- ee. “Scheme of Delegation” means the legally binding agreement setting out the terms of reference for the delegation of powers and responsibilities by the Directors to the relevant Academy Committee substantially in the form appended to these Articles;³
- ff. “the seal” means the common seal of the Company if it has one;
- gg. “Secretary of State” means the Secretary of State for Education or successor;

³ Careful thought has been given to the Scheme of Delegation and the form appended has been approved by the Trustees of the Archdiocese of Birmingham. The DfE acknowledge that the Scheme of Delegation, although a legally binding document does not require its approval.

- hh. "Senior Catholic Post" means the posts of Executive Principal, Principal, Vice Principal, Head of Religious Education and such other senior posts specified by the Diocesan Bishop;
 - HH.1 "Staff Director" means an employee of the Company who may be appointed as a Director pursuant to Article 50B;
 - ii. "teacher" means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at one or more Academies;
 - jj. "Trustees" means the Birmingham Roman Catholic Diocesan Trustees Registered a body corporate under Part 12 of the Charities Act 2011 for the Trustees of the Birmingham Diocesan Trust (registered Charity Number 234216) of Cathedral House, Saint Chad's, Queensway, Birmingham B4 6EX;
 - kk. Not used;
 - ll. "the United Kingdom" means Great Britain and Northern Ireland;
 - mm. unless that context requires otherwise, words importing the masculine gender only shall include the feminine gender or vice versa and words importing the singular number shall include the plural number, and vice versa;
 - nn. 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;
 - oo. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto.
2. The Company's name is The Romero Catholic Academy (and in this document it is called "**the Company**").

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

OBJECTS

4. The Company's objects ("**the Objects**") are specifically restricted to the advancement of the Catholic religion in the Diocese by such means as the Diocesan Bishop may think fit and proper by, but without prejudice to the generality of the foregoing, the establishing, maintaining, carrying on, managing and developing of Catholic schools designated as such in the United Kingdom and in each case conducted as Catholic schools to ensure that the formation, governance and education of the Academies is based on the principles of Catholic doctrine, and at all times serving as a witness to the Catholic faith in Our Lord Jesus Christ.⁴

CONDUCT OF THE ACADEMY

5A.

- a. Any Academy or Academies established under Article 4 shall be conducted in accordance with:
 - (i) The doctrinal, social and moral teachings, practices and tenets of the Catholic Church;
 - (ii) Canon Law;
 - (iii) All diocesan directives and policies issued by the Diocesan Bishop for the time being in force.
- b. For any Academy or Academies established under Article 4:

⁴ Note: the Diocesan Bishop has ecclesial authority under Canon Law to determine and decide whether an Academy may be entitled "catholic". No secular authority has that right. As the Object (Article 4) is the only place in the Articles of Association which refers to the Academy being a catholic institution it is considered important to set out expressly the criteria the Diocesan Bishop uses to decide whether to give his consent to the conversion to academy status and to enshrine this in the Objects Article. This wording has been agreed with the DfE and approved by the Charity Commission.

- (i) Religious education is to be in accordance with the social and moral teachings, the doctrines, discipline and general and particular norms of the Catholic Church.
- (ii) Religious worship is to be in accordance with the rites, practices, discipline and liturgical norms of the Catholic Church.
- (iii) at all times the school is to serve as a witness to the Catholic faith in our Lord Jesus Christ.
- (iv) the Company shall have regard to any advice issued by the Diocesan Bishop;
- (v) the Academies shall be subject to the absolute control of the Diocesan Bishop and shall be carried on under and in accordance with his directions in all respects.
- (vi) all charitable work of whatever nature carried on for the time being under the trusts of these presents shall be subject to the absolute control of the Diocesan Bishop and shall be carried on under and in accordance with his directions in all respects.

5B. All Academies established by the Company shall offer a broad and balanced curriculum.

5C. In furtherance of the Objects but not further or otherwise the Company may exercise the following powers:-

- a. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;
- b. to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any

relevant statutory regulations;

- c. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- d. subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- e. to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Objects;
- 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 Objects and to exchange information and advice with them;
- g. to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- h. to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Directors and in so doing shall have regard to the respective ethos and mission statement of each Academy;
- i. to offer scholarships, exhibitions, prizes and awards to pupils and students and former pupils and students, and otherwise to encourage and assist pupils and students and former pupils and students;
- 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 Company, to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Company may think fit;
- m. to deposit or invest any funds of the Company not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Directors consider necessary and having regard to the suitability of investments and the need for diversification);
- n. to delegate the management of investments to a financial expert, but only on terms that:
 - (i) the investment policy is set down in writing for the financial expert by the Directors;
 - (ii) every transaction is reported promptly to the Directors;
 - (iii) the performance of the investments is reviewed regularly with the Directors;
 - (iv) the Directors are entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (vi) all payments due to the financial expert are on a scale or at

a level which is agreed in advance and are notified promptly to the Directors on receipt; and

- (vii) the financial expert must not do anything outside the powers of the Directors;
- o. to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the Directors or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- p. to provide indemnity arrangements to cover the liability of Directors and members of any Academy Committee (in so far as necessary) 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. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company;
- r. to discharge any liability incurred on behalf of the Company by the Trustees.
- s. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

6.1. The income and property of the Company shall be applied solely towards the promotion of the Objects.

6.2. None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. Nonetheless a Member may:

- a. benefit as a beneficiary of the Company;
- b. be paid reasonable and proper remuneration for any goods or

services supplied to the Company;

- c. be paid rent for premises let by the Member if the amount of the rent and other terms of the letting are reasonable and proper; and
- d. be paid interest on money lent to the Company at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by the Directors, or 0.5%, whichever is the higher.

6.2A. The Members may only rely upon the authority provided by Article 6.2 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. If the Member is also a Director, that Member is absent from the part of any meeting at which there is discussion of:
 - (i) his or her remuneration, or any matter concerning the contract, payment or benefit; or
 - (ii) 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 6.2; or
 - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6.2.
- c. If the Member is also a Director, he or she does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
- d. the Directors are satisfied that it is in the interests of the Company to contract with that Member rather than with

someone who is not a Member. In reaching that decision the Directors must balance the advantage of contracting with a Member against the disadvantages of doing so (especially the loss of the Member's services as a result of dealing with the Member's conflict of interest).

- e. the reason for their decision is recorded by the Directors in the minute book.⁵

6.3. A Director may benefit from any indemnity arrangement purchased at the Company's expense or any arrangement so agreed with the Secretary of State to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such arrangement shall not extend to:

- a. any claim arising from any act or omission which Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not; and
- b. the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Company.

Further this Article does not authorise a Director to benefit from any indemnity 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 company, which has shares listed on a recognised stock exchange and of which any one Director holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or

⁵ This wording largely replicates the procedure for authorising a benefit to Directors as set out in Article 6.8. Whilst the procedure for authorising a benefit to Directors is also subject to a statutory framework under the Companies Act 2006, which is not applicable to Members, the Department for Education and any successor ("DfE") nonetheless recommends that, in order to aid transparency and ensure good financial governance, members benefits must also be authorised by the Directors.

money's worth from the Company.

6.5. A Director may at the discretion of the Directors be reimbursed from the property of the Company for reasonable expenses properly incurred by him or her when acting on behalf of the Company, but excluding expenses in connection with foreign travel.

6.6. No Director may:

- a. buy any goods or services from the Company;
- b. sell goods, services, or any interest in land to the Company;
- c. be employed by, or receive any remuneration from the Company (other than any Executive Principal, Principals or any Staff Director whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8);
- d. receive any other financial benefit from the Company;

unless:

- (i) the payment is permitted by Article 6.7 and the Directors follow the procedure and observe the conditions set out in Article 6.8; or
- (ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

6.7. Subject to Article 6.8, a Director may:

- a. receive a benefit from the Company in the capacity of a beneficiary of the Company.
- b. be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Director.

- c. receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors, or 0.5%, whichever is the higher.
- d. receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the lease are reasonable and proper.

6.8. The Company and its Directors may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

- a. the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
- b. the Director is absent from the part of any meeting at which there is discussion of:
 - (i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
 - (ii) his or her performance in the employment, or his or her performance of the contract; 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.

the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.

- c. save in relation to employing or contracting with any Executive Principal, Principals or any Staff Director, the other Directors are satisfied that it is in the interests of the Company to employ or to

contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).

- d. the reason for their decision is recorded by the Directors in the minute book.
- e. a majority of the Directors then in office have received no such payments or benefit.

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

6.9. In Articles 6.2-6.9:

- a. "company" shall include any company in which the Company:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 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. "Director" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner;

- c. the employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
 - (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director;
 - (v) a member; or
 - (vi) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

7. The liability of the Members is limited.

8. Every Member undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

9. If the Company is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the Members (except to a Member that is itself a charity), but shall be given or transferred (i) to the extent that its objects are exclusively charitable and it is registered as a charity with the Charity Commission to the Trustees, and in so far as effect cannot be given to such provision, then (ii) to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great

as is imposed on the Company by Article 6 above, chosen by the Members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

10. No alteration or addition shall be made to or in the provisions of the Articles without the written consents of the Trustees and the Diocesan Bishop and the Founder Member.

11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Company would cease to be a company to which section 60 of the Companies Act 2006 applies; (b) that the Company would cease to be a charity; (c) that any Academy or Academies established under Article 4 would cease to be recognised as Catholic schools in accordance with Canon Law; or (d) that the Company ceases to be operated so as to give effect to the Objects.

MEMBERS

12. The Founder Member shall be the sole first Member. Thereafter subsequent Members may be appointed as follows:

- a. any person(s) who may be appointed by the Founder Member under Article 16; and
- b. any person(s) who may be appointed by the Diocesan Bishop if and to the extent that the circumstances in Article 14 arise; but
- c. no employee of the Company shall be appointed as a 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.

14. If the Founder Member:

- a. ceases to exist and is not replaced by a successor institution; or

- b. becomes insolvent or makes any arrangement or composition with its creditors generally

its right to appoint Members under these Articles shall vest in the Diocesan Bishop.

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;
- c. a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally; or
- d. a Member who was a Member by virtue of his post ceases to hold the relevant post.

15A. The Members may agree unanimously in writing to remove any Member(s) who is a signatory to the Memorandum other than the Founder Member (save that the agreement of the signatory to the Memorandum who is to be removed shall not be required), provided that it is in the interests of the Company to remove such a Member(s) and the approval of the Diocesan Bishop and Founder Member is first obtained.

15B. The Founder Member may appoint such additional Members as it thinks fit and may remove any such additional Members appointed by it.

15C. If and to the extent that the circumstances in Article 14 arise, the Diocesan Bishop may appoint such Members as he thinks fit and may remove any such Members appointed by him.

16. In addition to Article 12, the Members may agree by passing a special resolution to appoint such additional Members as they think fit and may agree by passing a special resolution (save that the agreement of the Member(s) to

be removed shall not be required) to remove any such additional Members. The Member whose proposed removal is the subject of the special 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 Company to contravene its Objects.

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

18. Any Member may resign provided that after such resignation the number of Members is not less than one. A Member shall cease to be one immediately on the receipt by the Company of a notice in writing signed by the person or persons entitled to remove him under Articles 13, 15C or 16 provided that no such notice shall take effect when the number of Members is less than one unless it contains or is accompanied by the appointment of a replacement Member.

GENERAL MEETINGS

19. Not used

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

NOTICE OF GENERAL MEETINGS

21. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority 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 and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy. The notice shall be given to all the Members, to the Directors and auditors.

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

PROCEEDINGS AT GENERAL MEETINGS.

23. No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum.

24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Members may determine.

25. The person nominated by the Founder Member to chair general meetings of the Members shall preside as chairman of the meeting, but if such chairman is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Founder Member shall nominate a person present to be chairman of that meeting.

26. Not used

27. A Director 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 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 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 Company have been paid.

39. No objections shall be raised to the qualification of any person to vote

at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

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

“I/We,, of, being a Member/Members of the above named Company, hereby appoint of, or in his absence, of as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company to be held on20[], and at any adjournment thereof.

Signed on 20[]”

41. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

“I/We,, of, being a Member/Members of the above-named Company, hereby appoint of, or in his absence, of, as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company, to be held on 20[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for * against

Resolution No. 2 *for * against.

- Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on 20[]”

42. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Directors may -

- a. be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- b. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;
- c. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Clerk or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote

given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

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

DIRECTORS

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

45A. All Directors shall upon their appointment or election, and before exercising any duties as a Director, give a written undertaking to the Trustees, the Founder Member and the Diocesan Bishop to uphold the Objects of the Company.

46. Subject to Articles 48 and 49, the Company shall have the following Directors:

- a. such number of Foundation Directors so as to constitute a majority of the Directors by at least two (2) from time to time and shall be appointed under Article 50. No such Foundation Director shall be or become an employee of the Company;
- b. a maximum of two (2) Staff Directors appointed under Article 50B;
- c. two (2) Parent Directors appointed under Articles 53-56B;
- d. a maximum of 2 of the Principals of the Academies may be appointed as Directors under Articles 51A and 52;

- e. the Executive Principal (if any) appointed in accordance with Article 57A;

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

48. The first Directors shall be those persons named, with the written consent of the Diocesan Bishop, in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.

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

APPOINTMENT OF DIRECTORS

50. The Diocesan Bishop shall appoint Foundation Directors in accordance with Article 46(a) by written notice delivered to the Office.

50A. No employee of the Company may be appointed as a Foundation Director and if during the course of his/her appointment the Directors propose to offer that person a contract of employment, upon acceptance of such an appointment that person shall be deemed to have resigned as a Foundation Director.

50B. The Directors shall appoint Staff Directors using the process set out in Article 50C and subject to Article 50A but shall ensure that the total number of Directors including any Executive Principal or Principal Directors who are employees of the Company does not exceed one third of the total number of Directors.

50C. In appointing the Staff Directors, the Directors shall hold a secret ballot of all staff employed under a contract of employment or a contract for services or is otherwise engaged to provide services to the Company (excluding the Executive Principal and the Principals). All arrangements for the calling and

conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Directors.

50D. If a Staff Director ceases to work for the Company then he shall be deemed to have resigned and shall cease to be a Director automatically on termination of his work for the Company.

PARENT DIRECTORS

51 There shall be two (2) Parent Directors appointed or elected.

52. Parent Directors shall be elected by parents of registered pupils at the Academies. Each elected Parent Director must be a parent of a registered pupil at one of the Academies at the time when he is elected.

52A. The number of Parent Directors required shall be made up by Parent Directors appointed by the Directors (in accordance with the terms of reference determined by the Directors from time to time) if the number of parents standing for election is less than the number of vacancies.

53. The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Directors, including any question of whether a person is a parent of a registered pupil at one of the Academies and arrangements for elections of Parent Directors where the number of candidates exceeds the number of vacancies. Any election of the Parent Directors which is contested shall be held by secret ballot.

54. In appointing a Parent Director the Directors shall appoint a person who is the parent of a registered pupil at an Academy, or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

54A. The arrangements made for the election of a Parent Director shall provide for every person who is entitled to vote in the election to have an opportunity to do so by returning his ballot paper by post or by hand to the Office.

54B. Where a vacancy for a Parent Director is required to be filled by election, the Directors 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 Academies 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.

PRINCIPAL DIRECTORS

55. Up to two (2) of the Principals of the Academies may be Principal Directors but if the Directors appoint an Executive Principal under Article 57A who is not at the time of his/her appointment already a Principal Director appointed pursuant to this Article 51A then the two appointed Principal Directors shall be deemed to have resigned as Principal Directors immediately before the occurrence of the appointment of the Executive Principal and throughout the period that there is any Executive Principal appointed under Article 57A no Principal Directors shall be appointed.

56. Subject to the appointment of an Executive Principal under Article 57A, if the number of Academies exceeds two (2) the Principals of the Academies may elect two (2) persons from amongst their number to be the Principal Directors. Any person elected in accordance with this Article shall only remain an Academy Director for as long as he remains a Principal of an Academy.

56A. The Directors shall make all necessary arrangements for, and determine all other matters relating to, the election of the Principal Directors in accordance with this Article. Any election of the Principal Directors which is contested shall be held by secret ballot.

EXECUTIVE PRINCIPAL

57. After consulting with the Founder Member, the Directors may appoint an Executive Principal for such period and on such remuneration as they may think fit and any Executive Principal may be removed from that position by the Directors.

57A. The Executive Principal shall be a Director for as long as he remains in office as such.

CO-OPTED DIRECTORS

58. Subject to Article 50 the Directors may appoint Co-opted Directors. A 'Co-opted Director' means a person who is appointed to be a Director by being Co-opted by Directors who have not themselves been so appointed. The Directors may not co-opt an employee of the Company as a Co-opted Director if thereby the number of Directors who are employees of the Company would exceed one third of the total number of Directors.

APPOINTMENT OF ADDITIONAL DIRECTORS

59. Not used

60. Not used

61. Not used

62. Not used

63. Not used

TERM OF OFFICE

64. The term of office for any Director shall be 4 years or a shorter period if specified at the time of appointment by the person or body appointing, save that this time limit shall not apply to the Co-opted Directors or to any post which is held ex officio. Co-opted Directors shall be appointed for a period of one year. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected.

RESIGNATION AND REMOVAL

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

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

67. Where a Director resigns his office or is removed from office, those accepting his resignation or removing him, shall give written notice thereof to the Clerk sent to the Office.

SUSPENSION

67A. The board of Directors may by resolution passed at a meeting of the Directors suspend a Director, other than a Foundation Director, for all or any meeting of the Company, or of a committee, for a fixed period of up to 6 months where the Director has acted in a way that is inconsistent with the Articles or the professional ethos of the board of Directors and has brought or is likely to bring the Company and any of its Academies or the office of the Director into disrepute. In the event that any Foundation Director has acted in a way that is inconsistent with the Articles or the professional ethos of the board of Directors and has brought or is likely to bring the Company and any of its Academies or the office of the Director into disrepute, the board of Directors may petition the Diocesan Bishop with a request for the suspension of the Foundation Director. The Diocesan Bishop who appointed a Foundation director may suspend him as a Director.

67B. A resolution to suspend a Director from office does not have effect unless the matter is specified as an item of business on the agenda for the meeting.

67C. Before a vote is taken on a resolution to suspend a Director, the Director proposing the resolution must at the meeting state the reasons for doing so. In addition the Director who is the subject of the resolution must be given the opportunity to make a statement in response before withdrawing from the meeting.

67D. Nothing in Articles 67A-C may be read as affecting the right of a Director who has been suspended to receive notices of, and agendas and

reports or other papers for, meetings of the board of Directors during the period of their suspension.

67E. A Director may not be disqualified from continuing to hold office for failure to attend any meeting of the board of Directors under Article 70 while suspended under Article 67A.

DISQUALIFICATION OF DIRECTORS

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

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

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

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

- a. his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- b. he is the subject of a bankruptcy restrictions order or an interim order.

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

73. A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011.

74. A person shall be disqualified from holding or continuing to hold office as a Director if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

75. A person shall be disqualified from holding or continuing to hold office as a Director if he has not given the written undertaking described in Article 45A (or Article 103).

76. Not used

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

78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if, being a Director, he has not provided to the chairman of the Directors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Directors or the Executive 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 Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the Clerk.

80. Articles 68 to 79 and Articles 97-98 also apply to any member of any committee of the Directors, including an Academy Committee, who is not a Director.

CLERK TO THE DIRECTORS

81. The Clerk shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Clerk so appointed may be removed by them. The Clerk shall not be a Director or a Principal.

Notwithstanding this Article, the Directors may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting. The Clerk must have achieved any qualification or completed any training as prescribed by the Diocesan Bishop and notified to the Company or do so within six months of appointment. The Clerk may, but need not be, the appointed company secretary of the Company.

CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS

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

83. Subject to Article 84, the chairman or vice-chairman shall hold office for such period, up to three years, as specified at the time of election and 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 at the Office. The chairman or vice-chairman shall cease to hold office if -

- a. he ceases to be a Foundation Director;
- b. he is employed by the Company;

- c. he is removed from office in accordance with these Articles; or
- d. in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.

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

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. Where in the circumstances referred to in Article 86 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Directors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Director elected shall not be a person who is employed by the Company.

88. Not used

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

90. The Directors 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 Directors shall not have effect unless -

- a. it is confirmed by a resolution passed at a second meeting of the Directors 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 Directors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Director or Directors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

POWERS OF DIRECTORS

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

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

- a. to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
- b. to enter into contracts on behalf of the Company.

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

96. Any bank account in which any money of the Company is deposited

shall be operated by the Directors in the name of the Company. All cheques and orders for the payment of money, including electronic payments, from such an account shall be signed, or authorised, by at least two signatories authorised by the Directors.

CONFLICTS OF INTEREST

97. Any Director 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 Director shall disclose that fact to the Directors as soon as he becomes aware of it. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any duty or personal interest (including but not limited to any Personal Financial Interest).

98. For the purpose of Article 97, a Director has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Director as permitted by and as defined by Articles 6.5-6.9.

98A. A conflict of interest or conflict of loyalty shall not be deemed to occur solely from the fact that any Member or Director is also a trustee, charity trustee, governor or director of any Catholic school, Diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or schools or other educational institution(s).

THE MINUTES

99. The minutes of the proceedings of a meeting of the Directors shall be drawn up and entered into a book kept for the purpose by the person acting as Clerk for the purposes of the meeting; and shall be signed (subject to the approval of the Directors) 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 Directors; and
- b. all proceedings at meetings of the Company and of the Directors

and of committees of Directors including the names of the Directors present at each such meeting.

COMMITTEES

100. Subject to these Articles, the Directors:

- a. may appoint separate committees to be known as Academy Committees for each Academy and the Directors shall be free to appoint one committee for several Academies if they so wish⁶; and
- b. may establish any other committee that will contribute to the effective performance of the Company and/or any Academy.

101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Academy Committees a majority of members of any such committee shall be Directors. Except in the case of an Academy Committee, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

102. The power of delegation exercised under Article 105 in relation to the establishment of an Academy Committee for an Academy shall be by way of Scheme of Delegation. The Scheme of Delegation to be put in place for each Academy following incorporation will be as the Scheme of Delegation attached to these Articles.

103. All members of an Academy Committee shall upon their appointment or election, and before exercising any duties as a member of the Academy

⁶ Members of Academy Committee must be made aware and recognise that references in the DfE's publications, such as the Governors' Handbook and the Academies Financial Handbook, to the roles of Local Governing Bodies and to members of Local Governing Bodies apply to Academy Committees and to their members ("Academy Representatives").

Committee. give a written undertaking to the Directors, the Trustees, the Founder Member and the Diocesan Bishop to uphold the Objects of the Company in the form of the deed of adherence annexed to the relevant Scheme of Delegation.

104. The functions, duties and proceedings of the Academy Committees shall be subject to regulations made by the Directors from time to time.

DELEGATION

105A. The Directors shall not delegate the following functions:

- a. the preservation and development of the educational character and mission of the Company and its Academies;
- b. the approval of the consolidated annual estimates of income and expenditure of the Company;
- c. the responsibility for ensuring the solvency of the Company and its Academies; and
- d. the appointment of the Clerk, (including where the Clerk is, or is to be, appointed as a member of staff, the Clerk's appointment in the capacity of a member of staff).

105AA. The Directors shall not delegate the following functions:

- a. the appointment of any senior Catholic Post; and
- b. the approval of the annual estimates of income and expenditure for one or more Academies,

other than to an Academy Committee.

105B. The Directors may not delegate:

- a. the consideration of the case for dismissal; and
- b. the power to determine an appeal,

in connection with the dismissal of the holder of a Senior Catholic Post, other than to a committee of the members of the Board of Directors or members of an Academy Committee.

105C. The Directors may delegate, subject to Articles 105A and 105B, to any Director, committee (including any Academy Committee), or any holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made in writing and subject to any conditions the Directors may impose, and may be revoked or altered.

106. Where any power or function of the Directors has been exercised by any committee (including any Academy Committee), any Director, or any holder of an executive office, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.

SENIOR CATHOLIC POSTS

107. Any appointment of any Senior Catholic Post shall be first approved by the Diocesan Bishop. The Directors may delegate such powers and functions as they consider are required by any Executive Principal (if appointed) and/or the Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at the Academies).

MEETINGS OF THE DIRECTORS

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

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

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

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

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

- a. notice in writing thereof, signed by the Clerk, and sent to each Director at the address provided by each Director 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 Directors shall not be proposed at a meeting of the Directors 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 Directors shall be terminated forthwith if -

- a. the Directors so resolve; or

- b. the number of Directors present ceases to constitute a quorum for a meeting of the Directors 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 Directors resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors 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 Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

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

119. The quorum for the purposes of—

- a. appointing a Parent Director under Article 54; or
- b. any vote on the removal of a Director in accordance with Article 66; or
- c. any vote on the removal of the chairman of the Directors in

accordance with Article 90,

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

120. Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director 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 Directors shall not be invalidated by

- a. any vacancy among their number; or
- b. any defect in the election, appointment or nomination of any Director.

123. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

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

- a. the agenda for every meeting of the Directors;
- 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 every 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 any Academy;
- b. a named pupil or named student at, or candidate for admission or referral to, any Academy; and
- c. any matter which, by reason of its nature, the Directors are satisfied should remain confidential.

126. Any Director shall be able to participate in meetings of the Directors 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 48 hours before the meeting; and
- b. the Directors 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 Directors may from time to time, with the consent of the Founder Member, appoint any person whether or not a Member of the Company to be a patron of the Company or to hold any honorary office and may determine for what period he is to hold such office.

THE SEAL

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

ACCOUNTS

129. Without prejudice to the Company's obligations to prepare non-exempt charity accounts and file these with the Secretary of State and the Principal Regulator as set out in the Master Funding Agreement, the Company's annual accounts shall be prepared and filed in accordance with the relevant and appropriate Statement of Recommended Practice in force from time to time and parts 15 and 16 of the Companies Act 2006.

ANNUAL REPORT

130. Without prejudice to the Company's obligations to prepare an annual report and file it with the Secretary of State and the Principal Regulator as set out in the Master Funding Agreement, to the extent required by law, the Directors shall submit to the Registrar of Companies the Company's annual report prepared in accordance with the relevant and appropriate Statement of Recommended Practice in force from time to time.

ANNUAL RETURN

131. The Directors shall comply with their obligations under Part 24 of the Companies Act 2006 with regard to the preparation and submission of an annual return to the Registrar of Companies.

NOTICES

132. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the directors) 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 Company to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, 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 Company.

134. A Member present, either in person or by proxy, at any meeting of the Company 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 every Director or former Director and every member of an Academy Committee and other officer and the auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for

negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

RULES

137. The Directors may from time to time make such rules or bye laws, with the consent of the Founder Member, as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- a. subject to any agreement between the Members, the conduct of Members of the Company in relation to one another;
- b. the setting aside of the whole or any parts of premises owned by the Company at any particular time or times or for any particular purpose or purposes;
- c. the procedure at general meetings and meetings of the Directors and committees of the Directors and meetings of the Academy Committees in so far as such procedure is not regulated by the Articles and/or the Scheme of Delegation; and
- d. generally, all such matters as are commonly the subject matter of company rules.

138. The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members all such rules or bye laws, which shall be binding on all Members. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

Annexure 1

Scheme of Delegation

Annexure 2

Undertaking to the Founder Member, the Trustees and the Diocesan Bishop

Name:

.....

Address:

.....

.....

.....

[Name of new Director] hereby:

- confirms I [am nominated][am appointed][have been duly elected] as a Director of the Company and accept and am willing and able to fulfil the duties of that office.
- acknowledges to the Company[and][,] the Founder Member, the Trustees and the Diocesan Bishop that I have been provided with, have read and understood the terms of:
 - The Articles;
 - The Master Funding Agreement;
 - The Supplemental Agreements applicable to each of the Academies;
 - The leases entered into by the Company as tenant with the Trustees as landlord, (the “Buildings Leases”);
 - The leases entered into by the Company as tenant with [insert details of the relevant Local Authority] as landlord, (the “Playing Fields Leases”); [and]

- The Schemes of Delegation for each of the Academies together with the Policies annexed to them and/or which are current at the date of commencement of my appointment (the "Schemes"); and
- *List any other documents if applicable*.
- undertakes to the Company, the Founder Member, the Trustees and the Diocesan Bishop to comply with the terms of the documents listed above throughout the term of my appointment as Director of the Company and shall not, whether by any act or omission, breach or to do anything to put the Directors in breach of their obligations under those documents.
- undertakes to the Company, the Founder Member, the Trustees and the Diocesan Bishop to uphold the Object of the Company.

This undertaking is signed as a **DEED** by [*Name of Director*] on the [] day of [] 20[]

Signature of
Director:.....

In the presence of a witness:

Name of Witness:
.....

Signature of Witness:
.....

Address of Witness:
.....
.....
.....