

THE COMPANIES ACTS

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
HAMMERSMITH ACADEMY TRUST

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INTERPRETATION

1. In these Articles:-

Academy	means the Academy referred to in clause 3 of the memorandum and established by the Trust;
Additional Governor	means a Governor appointed by the Secretary of State in accordance with Articles 50 to 52.
address	includes a number or address used for the purposes of sending or receiving documents by electronic means
Appointed Governor	means a Sponsor, LA, Co-opted or Additional Governor appointed under these Articles;
Articles	means these articles of association of the Trust;
circulation date	in relation to a written resolution has the meaning given to it in the Companies Acts;
clear days	in relation to the period of a notice means the period excluding the day on which the notice is given or deemed to be given and the day on which it is to take effect;
Clerk	means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary;
Companies Acts	has the meaning given to it in section 2 of the Companies Act 2006;
Co-opted Governor	means a Governor appointed in accordance with Article 49 ;
electronic form and electronic means	have the meanings respectively ascribed to them in the Companies Act 2006;
executed	includes any mode of execution;
Governors	means the directors of the Trust (and "Governor" has a corresponding meaning);
Governing Body	means the Governors;
hard copy and hard copy form	have the meanings respectively ascribed to them in the Companies Act 2006
Head Teacher	means the head teacher of the Academy;

LA	means the Local Education Authority, being the London Borough of Hammersmith and Fulham
LA Governor	means a Governor appointed in accordance with Article 43;
Member	means a member of the Trust being someone who is bound by the undertaking contained in clause 7 of the Memorandum;
Memorandum	means the memorandum of association of the Trust;
Parent Governor	means a Governor elected or appointed in accordance with Articles 44 to 48
Principal Sponsors	means (i) The Master and Wardens of the Commonalty and Mystery of Mercers of the City of London (commonly known as The Mercers' Company and (ii) The Worshipful Company of Information Technologists Charitable Operations subscribers to the Memorandum and Articles;
Seal	means the common seal of the Trust if it has one;
Secretary of State	means the Secretary of State for Children, Schools and Families;
Sponsor Governor	means a Governor appointed by one of the Principal Sponsors
Teacher	means a teacher employed under a contract of employment or a contract for services or otherwise engaged to provide services as a teacher;
Trust	means the company which is regulated by these articles;
United Kingdom	means the United Kingdom of Great Britain and Northern Ireland.

Words importing the masculine gender only shall include the neuter or feminine gender.

Words importing the singular number only shall include the plural number, and vice versa.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Acts.

Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles became binding on the Trust.

Any reference in these Articles or Memorandum to an enactment includes a reference to that enactment as re-enacted or amended or replaced from time to time and to any subordinate legislation made under it.

Objects

2. The Trust is established for the objects expressed in the Memorandum.

Members

3. Upon incorporation, the Members of the Trust shall comprise the Principal Sponsors and thereafter shall comprise:
 - (a) The Principal Sponsors;
 - (b) Two persons who may be appointed by each of the Principal Sponsors;
 - (c) One person who may be appointed by the Secretary of State;
 - (d) any person appointed under article 6;
4. Each of the persons entitled to appoint Members pursuant to Article 3 shall notify the Trust in writing delivered to the Trust's registered office of any such appointments and shall have the right from time to time by written notice delivered to the Trust's registered office to remove any Member appointed by him and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.
5. If any of the persons entitled to appoint Members in Article 3 cease to exist, die or become legally incapacitated their right to appoint Members under these articles shall vest in the remaining Members.
6. The Members may agree unanimously in writing to appoint such additional Members as they think fit and may unanimously in writing agree to remove any such additional Members.
7. Every person appointed a Member of the Trust shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
8. If a person becomes a Member as representative of an unincorporated association or body, the name of the Member, the name of the unincorporated association or body and the fact that the Member is its representative shall be entered in the register of Members. The unincorporated association or body shall be entitled to replace the Member who is its representative with another person by giving notice to the Trust and without it being necessary for the outgoing Member to give notice or the incoming Member to sign the register of Members or a written consent pursuant to Article 7.
9. Every corporate Member shall appoint an individual to represent it at meetings of the Trust and the name of such representative and the fact that he or she is the representative of such Member shall be noted in the register of Members. A corporate Member shall be able to replace its representative with another individual by giving written notice to the Trust.

10. Subject to Article 8, membership shall not be transferable and shall cease on death. A member shall cease to be a member if he becomes bankrupt or makes any arrangement or composition with his creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver (but not a receiver and manager appointed under Section 18 of the Charities Act 1993) appointed over all or any parts of its assets or an order is made or a resolution passed for its winding up.
11. A Member may resign provided that after such resignation the number of Members is not less than 3. A Member shall cease to be a Member immediately on the receipt by the Trust of a notice in writing signed by him, or as the case may be, by the person or persons entitled to remove him under articles 4 or 6 provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member.

General Meetings

12. The Trust shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Trust and that of the next. Provided that so long as the Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Governors shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
13. The Governors may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Acts, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient Governors to call a general meeting, any Governor or any Member of the Trust may call a general meeting.

Notice of General Meetings

14. An Annual General Meeting and an Extraordinary General Meeting shall be called by at least fourteen clear days' notice unless the Companies Act requires a longer period. A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 90% of the total voting rights at the meetings of all the Members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all the Members, to the Governors and auditors.
15. Notice of general meetings, shall be served in accordance with Articles 112 to

16. 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

17. 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 in the case of a corporate member by its authorised representative being present or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a duly authorised representative of a Member organisation, or one third (rounded up to a whole number) of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
18. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Governors may determine.
19. The chairman, if any, of the Governors or in his absence some other Governor nominated by the Governors shall preside as chairman of the meeting, but if neither the chairman nor such other Governor (if any) be present within fifteen minutes after the time appointed for the holding the meeting and willing to act the Governors present shall elect one of their number to be chairman and, if there is only one Governor present and willing to act, he shall be the chairman.
20. If no Governor is willing to act as chairman, or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
21. A Governor shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
22. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
23. 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 Acts, 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.
24. 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.
25. 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.
26. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results. The result of the poll shall be the resolution of the meeting at which the poll was demanded.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
28. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
29. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
30. The Trust may make arrangements for Members to attend a general meeting by televisual or other electronic or virtual means provided that all remote attendees may securely identify themselves, hear the proceedings and cast their votes on line.
31. A resolution in writing executed by or on behalf of Members in accordance with the Companies Acts shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more

Members.

Votes of Members

32. Subject to article 27, on the show of hands every Member present in person or in the case of a corporate member its duly authorised representative shall have one vote. On a poll every Member present in person or in the case of a corporate member by its duly authorised representative or by proxy shall have one vote.
33. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Governors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 24 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
34. No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
35. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Governors may approve) -.

"I/We,, of, being a Member/Members of the above named company, hereby appoint of, or failing him, of as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust to be held on200[], and at any adjournment thereof.

Signed on 200[]"

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

"I/We,, of, being a Member/Members of the above-named company, hereby appoint of, or failing him of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust, to be held on 200[],

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 200[]"

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

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

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

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

Governors

39. The number of Governors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

40. The Governing Body shall comprise:
- (a) up to four Governors appointed by each of the Principal Sponsors (Sponsor Governors)
 - (b) one Governor who may be appointed by the LA (LA Governor)
 - (c) one Parent Governor save that the first Parent Governor shall not be elected or appointed until the second term of the Academy's first year of operation.

The Trust may also have the following Governors:

- (d) any Co-opted Governor appointed under article 49;
 - (e) any Additional Governor appointed under article 52;
 - (f) the Head Teacher, if appointed jointly by the Principal Sponsors
41. The first Governors shall be those persons named in the statement delivered pursuant to section 10(2) of the Companies Acts, who shall be deemed to have been appointed under article 42 and shall be deemed to be Sponsor Governors. Future Sponsor Governors shall be appointed under Article 42.

Appointment and Election of Governors

42. The Principal Sponsors shall appoint the Sponsor Governors and may together appoint the Head Teacher as a Governor.
43. The LA may appoint the LA governor.
44. Subject to Article 48, the Parent Governor shall be elected by parents of registered pupils at the Academy. A Parent Governor must be such a parent at the time when he is elected.
45. The Governing body shall make all necessary arrangements for, and determine all other matters relating to, an election of Parent Governors, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of a Parent Governor which is contested shall be held by secret ballot
46. The arrangements made for the election of a Parent Governor shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Trust by a registered pupil at the Academy.
47. When there is a vacancy for a Parent Governor, the Governing Body shall take such steps as are reasonably practical to procure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy, that the vacancy may be filled by election, that he is entitled to stand as a candidate, that he is entitled to vote at the election, and of the arrangements made for the election.

48. If no parent or parents stand for election, the Governing Body shall appoint the Parent Governor. In appointing a Parent Governor the Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

Co-opted Governors

49. The Governing Body may appoint up to five Co-opted Governors. A Co-opted Governor means a person who is appointed to be a Governor by being co-opted by resolution of Governors who have not themselves been so appointed.

Appointment of Additional Governors

50. The Secretary of State may give a warning notice to the Governing Body where—
- (a) he is satisfied—
 - (i) that the standards of performance of pupils at the Academy are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article 52, or
 - (ii) that there has been a serious breakdown in the way the Academy is managed or governed which is prejudicing, or likely to prejudice, such standards of performance, or
 - (iii) that the safety of pupils or staff of the Academy is threatened (whether by a breakdown of discipline or otherwise); and
 - (b) the Secretary of State has previously informed the Governing Body of the matters on which that conclusion is based; and
 - (c) those matters have not been remedied to the Secretary of State's satisfaction within a reasonable period.
51. For the purposes of article 50 (a) 'warning notice' is a notice in writing by the Secretary of State setting out—
- (a) the matters referred to in Article 50(a);
 - (b) the action which he requires the Governing Body to take in order to remedy those matters; and
 - (c) the reasonable period within which that action is to be taken by the Governing Body ('the compliance period').
52. The Secretary of State may appoint Additional Governors as he thinks fit if the Secretary of State has:
- (a) given the Governing Body a warning notice in accordance with article

50; and

- (b) the Governing Body has failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period; and
- (c) the Secretary of State has given reasonable notice in writing to the Governing Body that he proposes to exercise his powers under this article.

Term of office of Governors

53. The term of office for any Governor shall be not more than 4 years. Every Governor shall vacate his office at the end of the specified term unless this would leave fewer than three Governors in office, he is re-appointed, or in the case of Parent Governor he may, if eligible, offer himself for re-election or election, or for re-appointment as the case may be. Except in exceptional circumstances or where the Governor is also the Head Teacher, no Governor shall serve for more than 12 consecutive years after which he must remain out of office for at least a year before being eligible for re-appointment.

Resignation and Removal of Governors

54. A Governor shall cease to hold office if he resigns his office by notice to the Trust or in the case of the Head Teacher if he ceases to be the Head Teacher (but only if at least three Governors will remain in office when the notice of resignation is to take effect).
55. A Governor shall cease to hold office if he is removed by the person or persons who appointed him. This Article does not apply to any elected Parent Governor.
56. 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 Trust.

Disqualification of Governors

57. No person shall be qualified to be a Governor unless he is aged 18 or over at the date of his election or appointment. No pupil of the Academy shall be a governor.
58. A Governor shall cease to hold office if in the reasonable opinion of the other Governors he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs and they resolve to remove him.
59. A Governor shall cease to hold office if he is absent without the permission of the governing body from all their meetings held within a period of six months and the Governors resolve that his office be vacated.
60. A person shall be disqualified from holding or continuing to hold office as a

Governor 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.
61. 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).
62. A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Companies Act 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).
63. 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 Commissioners or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
64. A person is disqualified from holding or from continuing to hold office as a Governor at any time when he is disqualified from working with children under sections 28 and 29 of the Criminal Justice and Court Services Act 2000.
65. 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.
66. 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.
67. A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he refuses a request by the Clerk to the Governing Body, following a referral from either the Chair of Governors or the Head Teacher, to make an application under section 113 of the Police Act 1997, as amended for a criminal records certificate. That application will be at an enhanced disclosure level. A referral by the Chair of Governors or the Head Teacher shall be made where the person is in their opinion giving cause for concern or where his duties involve regularly caring for, training, supervising, or being in sole charge of persons under 18. In the event that the certificate discloses any information which would in the opinion of either the

Chair of Governors or the Head Teacher 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.

68. 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 facts to the Clerk.
69. Articles 57 to 67 also apply to any Member of any committee of the Governors who is not a governor.

Clerk to the Governing Body

70. Subject to the provisions of the Companies Acts, 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 appointed by them. The secretary shall be known as the Clerk. The Clerk shall not be a Governor nor the head teacher. Notwithstanding this Article, the Governing Body may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number to act as clerk for the purposes of that meeting.

Chairman and Vice-Chairman of the Governing Body

71. The Governors shall elect a chairman from amongst the Sponsor Governors and a vice-chairman from amongst the Governors. A Governor who is employed to work at the Academy shall not be eligible for election as chairman or vice-chairman.
72. The chairman or vice-chairman shall hold office for such term as the Governors decide.
73. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the clerk. The chairman or vice-chairman shall cease to hold office if—
- (a) he ceases to be a Governor or in the case of the chairman ceases to be a Sponsor Governor;
 - (b) he is employed to work at the Academy;
 - (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.
74. Where by reason of any of the matters referred to in article 73, a vacancy arises in the office of chairman or vice-chairman, the Governors shall at their next meeting elect an appropriate Governor to fill that vacancy.

75. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chairman for the purposes of the meeting.
76. Where in the circumstances referred to in article 75 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 to work at the Academy.
77. The clerk shall act as chairman during that part of any meeting at which the chairman is elected, but for these purposes article 27 shall not apply.
78. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
79. The Governors may remove the chairman or vice-chairman from office in accordance with this article:
- (a) a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Governing Body shall not have effect unless—
 - it is confirmed by a resolution passed at a second meeting of the Governing Body held not less than fourteen days after the first meeting; and
 - 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.
 - (b) Before the Governing Body 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

80. Subject to provisions of the Companies Acts, the Memorandum and the Articles and to any directions given by special resolution, the business of the Trust shall be managed by the Governors who may exercise all the powers of the Trust. No alteration of the Memorandum or 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.

81. 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 Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the 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 Trust.

82. The Governors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the school and shall consider any advice given by the Head Teacher.

Governors' expenses

83. Except to the extent permitted by clause 5 of the Memorandum and subject to Articles 104 to 106, no Governor shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a Governor in any contract to which the Trust is a party.

Minutes

84. The minutes of the proceedings of a meeting of the Governing Body 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 Governing Body) 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 Trust and of the Governors and of committees of Governors including the names of the Governors present at each such meeting.

Delegation

85. Subject to these Articles the Governors may delegate to any committee, any Governor holding an executive office, or to the head teacher, 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 either collaterally with or to the exclusion of their own powers and may be revoked or altered.

86. Where any function of the Governors has been delegated under article 85 or is otherwise exercised by any committee, any Governor holding an executive office, the head teacher or any Member, the person or committee to whom the function has been delegated, or who has otherwise exercised the function, shall report to the Governors in respect of any action taken or decision made with respect to the exercise of that function at the

meeting of the Governors immediately following the taking of the action or the making of the decision.

87. The Governors may establish any committee to exercise, subject to these articles, powers and functions of the governors. The constitution, membership and proceedings of any committee of the Governors shall be determined by the Governors. The establishment, terms of reference, constitution and membership of any committee of the Governors shall be reviewed at least once in every twelve months. The membership of any committee of the Governors may include persons who are not Governors, provided that a majority of members of any such committee shall be governors. The Governors may determine that some or all of the members of a committee who are not Governors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the Governors unless the majority of members of the committee present are Governors.

Head Teacher

88. The Governors shall appoint the Head Teacher of the Academy. Subject to these Articles, the Head Teacher shall be responsible for the internal organisation, management and control of the Academy, the implementation of all policies approved of by the Governors and for the direction of the teaching and curriculum. For these purposes the Governors shall delegate those powers and functions required by the Head Teacher.

Meetings of the Governing Body

89. Subject to these Articles, the Governors may regulate their proceedings as they think fit.
90. The Governing Body shall hold at least one meeting in every school term. Meetings of the Governing Body shall be convened by the Clerk. In exercising his functions under this article the Clerk shall comply with any direction—
- (a) given by the Governing body; or
 - (b) given by the chairman of the Governing Body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in (a).
91. Any three Governors may, by notice in writing given to the Clerk, requisition a meeting of the Governing Body; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
92. Each Governor shall be given at least seven clear days notice in writing – of a Governors' meeting specifying the place, day and time of the meeting and the agenda; provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall

be sufficient if the written notice of a meeting, and the copy of the agenda therefore are given within such shorter period as he directs.

93. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda therefore.
94. Subject to article 95 the quorum for a meeting of the Governing Body, and any vote on any matter thereat, shall be any three governors, or, where greater, any one third (rounded up to a whole number) of the total number of Governors holding office at the date of the meeting).
95. 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.
96. The quorum for the purposes of—
 - (a) appointing a parent governor;
 - (b) any vote on the removal of a member of the Governing Body in accordance with the Articles;
 - (c) any vote on the removal of the chairman of the Governing Body in accordance with the Articlesshall 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.
97. Subject to these Articles, every question to be decided at a meeting of the Governing Body shall be determined by a majority of the votes of the Governors present and voting on the question.
98. Where there is an equal division of votes the chairman or, as the case may be, the person who is acting as chairman for the purposes of the meeting, shall have a second or casting vote.
99. The proceedings of the Governing Body shall not be invalidated by—
 - (a) any vacancy among their number, or
 - (b) any defect in the election, appointment or nomination of any governor.
100. 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. In addition a resolution of the Governors may be wholly or partly approved by email provided the following conditions are complied with:

- (a) approval from each Governor must be received by such person as all the Governors shall have nominated in advance for that purpose ("the Recipient"), which person may, for the avoidance of doubt, be one of the Governors;
- (b) approval from a Governor must be sent from an email address previously notified in writing (not using electronic means) by that Governor to the Clerk as intended for use by that Governor for the purpose;
- (c) following receipt of a response on any resolution from each of the Governors, the Recipient shall circulate a further email to all of the Governors confirming whether the resolution has been formally approved by the Governors in accordance with this Article.
- (d) the date of the resolution shall be the date of the email from the Recipient confirming formal approval.

101. Subject to this article, the Governing Body shall ensure that a copy of—

- (a) the agenda for every meeting of the Governing Body;
- (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.

102. There may be excluded from any item required to be made available in pursuance of article 101, 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 governing body are satisfied should remain confidential.

103. Any Governor shall be able to participate in meetings of the Governing Body by telephone or by televisual or other electronic means agreed by resolution of the Governors in which all participants may communicate simultaneously with all other participants.

104. Any Governor who has any duty or pecuniary interest (direct or indirect) which conflicts or may conflict with his duties as a Governor shall disclose that fact to the Governing Body as soon as he becomes aware of it, and shall absent himself from any discussion of that interest by the Governing Body.

105. Without limitation to the generality of article 104, a Governor shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Academy if:
- (a) he is a director or a member holding more than 1/100th of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - (b) he is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration or
 - (c) he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration.
106. For the purposes of articles 104 and 105, an interest of a person who is, within the meaning of section 346 of the Companies Act 1985, connected with a Governor shall be treated as an interest of the governor. This shall include:
- (a) that governor's spouse, child or stepchild; or
 - (b) a body corporate with which the Governor is associated (i.e. if that Governor and persons connected with him together are interested in shares comprising at least one fifth of the share capital of the company or are entitled to exercise more than one fifth of the voting power at any general meeting of that company); or
 - (c) a person acting in his capacity as trustee of any trust the beneficiaries of which include:
 - (i) the governor, his spouse or any children or stepchildren of his; or
 - (ii) a body corporate with which he is associated; or
 - (d) a person acting in his capacity as a partner of that Governor or of any person who, by virtue of paragraphs (a), (b) or (c) above, is connected with that governor.

Patrons and Honorary Officers

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

The Seal

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

Accounts

109. Accounts shall be prepared in accordance to the provisions of Part VII of the Companies Acts.

Annual Report

110. The Governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

111. The Governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Communications by and to the Trust

112. Subject to the provisions of the Companies Acts and these Articles:

- (a) a document or information (including any notice) to be given, sent, supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or by making it available on a website.
- (b) a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
- (c) a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner or if the recipient is deemed to have so agreed in accordance with the Companies Acts.

113. Any document or information (including any notice) sent to a Member under the Articles may be sent to the Member's postal address as shown in the Trust's register of Members or (in the case of documents or information sent by electronic means) to an address specified for the purposes by the Member, provided that:
- (a) a Member whose registered address is not within the United Kingdom and who gives to the Trust an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent by electronic means, 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 Trust; and
 - (b) the Trust is not required to send notice of a general meeting or a copy of its annual report and accounts to a Member for whom it no longer has a valid address.
114. Any document to be served on the Trust or by any Member on any officer of the Trust under the Articles may only be served:
- (a) in the case of documents in hard copy form, by sending or delivering them to the Trust's registered office or delivering them personally to the officer in question; or
 - (b) in the case of documents in electronic form, by sending them by electronic means:
 - (i) to an address notified to the Members for that purpose; and
 - (ii) from an address previously notified to the Trust by the Member (other than by electronic means) for the purpose of sending and receiving documents and information.
115. A Member present in person or by proxy at any meeting of the Trust shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
116. Where a document or information is sent or supplied under the Articles:
- (a) where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.
 - (b) Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be

effected on the same day on which it is sent or supplied. In proving such service it will be sufficient to prove that it was properly addressed.

- (c) Where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-
 - (i) the material is first made available on the website; or
 - (ii) (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

117. Where any document or information has been sent or supplied by electronic means and the Trust receives notice that the message is undeliverable:

- (a) the Trust will send a hard copy of the document or information to the Member's postal address as shown in the Trust's register of Members, or in the case of a recipient who is not a Member, to the last known postal address for that person.
- (b) The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

Indemnity

118. Subject to the provisions of the Companies Acts every Governor or other officer or Governor or auditor of the Trust shall be indemnified out of the assets of the 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 Trust.

Rules

119. The Governors may from time to time make, repeal or alter rules or bye laws as to the management of the Trust and its affairs, as to the duties of any officers or employees of the Trust, as to the conduct of business of the Governors or any committee and as to any of the matters or things within the powers or under the control of the Governors provided that such rules or bye laws shall not be inconsistent with the Companies Acts, the Memorandum, the Articles or any other rule of law.

Names and Addresses of Subscribers

Name The Wardens and Commonalty of the Mystery of Mercers of the City of London (commonly called The Mercers' Company)

Address Mercer's Hall, Ironmanger Lane, London, EC2V 8HE

Date 11 October 2007

Name The Worshipful Company of Information Technologists Charitable Operations (CRN 56977772)

Address 39A Batholomew Close, London, EC 1A 7JN

Date 11 October 2007