

# **ARNSIDE NATIONAL CHURCH of ENGLAND SCHOOL**

## **GOVERNING BOARD**

### **AND**

## **COMMITTEE STANDING ORDERS**

**2023 – 2024**

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## **Section 1 - Standing orders (for the procedural workings of the governing board)**

The governing board of Arnside National Church of England School constituted in **February 2011**.

The following are the procedures adopted herewith:

### **Meetings of the governing board**

The governing board notes the requirement to meet at least three times in each school year. Meetings will be scheduled as part of an annual timetable, and the governance professional in consultation with the chair and the headteacher will draw up the agenda. Signed minutes will be kept by the governance professional and are available for inspection at school.

### **Terms of office**

The governing board resolves that both the chairman and vice-chairman of governors will have a term of office of one year and the term of office will end on the date of the "Special Meeting" of the full governing board meeting of each autumn term.

### **Election of chairman and vice-chairman**

The governing board resolves that the following process will apply to the election of chairman and vice-chairman:

- Governors will be able to submit verbal nominations at final meeting of the academic year
- A governor can nominate him/herself for office
- Nominees will be asked to leave the room whilst the election process takes place
- If there is a tie, governors will discuss the strengths of the nominees further, & another vote will be taken
- Nominees will return to the meeting and the clerk will announce the result

**The Chair of Governors for the year commencing Autumn, 2023 is Mr Ian Service**

**The Vice-Chair of Governor for the year commencing Autumn, 2023 Mr Chris Myers**

### **Terms of office for each category of governor**

The governing board resolves to have the same terms for all categories of governor. The agreed term is four years

### **Election of governors**

**Staff:** All members of staff will be given an opportunity to make nominations and an election held, if necessary, in accordance with regulations.

**Parent:** All parents will be contacted by letter and asked for nominations and an election held, if necessary, in the form of a secret ballot in accordance with regulations.

### **Appointment of the governance professional**

The governing board resolves that **Mrs Sue Glendinning** acts as governance professional to the governing board.

### **Quorum**

The governing board notes the requirements in respect of a quorum in that one half of complete membership are required to be present before decisions can be made.

### **Committees and working parties**

**Committees** are set up with delegated powers by the governing board (minuted at full governing board meetings). The establishment, terms of reference, constitution and membership of committees will be reviewed annually.

**Working parties** may be set up by the governing board but do not have any delegated powers and cannot make any decisions. A working party can only bring recommendations to the full governing board.

### **Membership of committees**

Terms of reference – See section 6

Full membership – See section 5

Quorum for all committee meetings is 3 governors

Each committee will nominate a clerk (this cannot be the chair)

Committee minutes will be taken of each committee meeting and circulated to the following meeting of the full governing board

### **Delegation of functions**

The governing board agrees the delegation of the functions as described in the terms of reference for each committee in section 6.

### **Declaration**

The governing board resolved to adopt the standing orders. The governance professional to the governing board holds a copy in the formal governing board records, and a copy has been retained in school for reference

## **Section 2 – Code of practice for governing boards and governors**

An effective governing board must have a clear sense of purpose and direction for its school. The governing board is accountable to the school community and broader community for the effectiveness of the school. In its work, the governing board will collaborate with, and be questioning of, the headteacher and staff, who are responsible for the day-to-day management and operation of the school.

### **The governing board has the following core strategic functions:**

- Certifying the strategic direction of the school by:
  - Setting and ensuring there is clarity of vision, ethos, and strategic direction, determining priorities and setting targets. Complying with all statutory duties.
- Ensuring accountability by:
  - Appointing a headteacher who is fit for purpose and holding the executive leaders to account for the educational performance of the organisation and its pupils and the performance management of staff
  - Ensuring the voice of stakeholders are heard.
- Managing financial performance by:
  - Overseeing the financial performance of the organisation and making sure that its money is well spent.

### **As individuals on the governing board, we agree to fulfil our roles and responsibilities**

- 1) We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management.
- 2) We will develop, share, and live the ethos and values of our school.
- 3) We agree to adhere to school policies and procedures as set out by the relevant governing documents and law.
- 4) We will work collectively for the benefit of the school.
- 5) We will be candid but constructive and respectful when holding senior leaders to account.
- 6) We will consider how our decisions may affect the school and local community.
- 7) We will stand by the decisions that we make as a collective.
- 8) Where decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk, we will speak up and bring this to the attention of the relevant authorities.
- 9) We will only speak or act on behalf of the board if we have the authority to do so.
- 10) We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
- 11) When making or responding to complaints we will follow the established procedures.
- 12) We will strive to uphold the school's reputation in our private communications (including on social media).

### **Demonstrate our commitment to the role**

- We will involve ourselves actively in the work of the board, and accept our fair share of responsibilities, serving on committees where required.
- We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
- We will get to know the school well and respond to opportunities to involve ourselves in school activities.
- We will visit the school and when doing so will make arrangements with relevant staff in advance and observe school and board protocol.
- When visiting the school in a personal capacity (i.e. as a parent or carer), we will continue to honour the commitments made in this code.
- We will participate in induction training and take responsibility for developing our individual and collective skills and knowledge on an ongoing basis.

### **Build and maintain relationships**

- We will develop effective working relationships with school leaders, staff, parents, and other relevant stakeholders from our local community.

- We will express views openly, courteously, and respectfully in all our communications with board members and staff both inside and outside of meetings.
- We will support the chair in their role of leading the board and ensuring appropriate conduct.

### **Respect confidentiality**

- We will observe complete confidentiality both inside and outside of school when matters are deemed confidential or where they concern individual staff, pupils, or families.
- We will not reveal the details of any governing board vote.
- We will ensure all confidential papers are held and disposed of appropriately.
- We will maintain confidentiality even after we leave office.

### **Declare conflicts of interest and be transparent**

- We will declare any business, personal or other interest that we have in connection with the board's business, and these will be recorded in the Register of Business Interests.
- We will also declare any conflict of loyalty at the start of any meeting should the need arise.
- If a conflicted matter arises in a meeting, we will offer to leave the meeting for the duration of the discussion and any subsequent vote.
- We accept that the Register of Business Interests will be published on the school website.
- We will act in the best interests of the school as a whole and not as a representative of any group.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the governing board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the school's website.
- We accept that information relating to board members will be collected and recorded on the DfE's national database of governors (Get information about schools), some of which will be publicly available.

We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions

Revised July 2023

Review July 2024

## **The Seven Principles of Public Life**

### **The Nolan Principles**

**Selflessness** – Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.

**Integrity** - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

**Objectivity** - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability** - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness** - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty** – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership** - Holders of public office should promote and support these principles by leadership and example

### Section 3 – Scheme of Delegation Governing Board Decision Planner

| This planner shows to which level the governing body may legally delegate functions   |                       |   |                    |   |   |   |  |
|---|-----------------------|---|--------------------|---|---|---|--|
| KEY   |                       |   |                    |   |   |   |  |
| Level 1: Full governing body. Level 2: A committee of the governing body. Level 3: An individual governor. Level 4: Headteacher.  |                       |   |                    |   |   |   |  |
| Column blank: Action could be undertaken by this level. Column blocked off: Function cannot be legally carried out at this level. |                       |   |                    |   |   |   |  |
| *Although decisions may be delegated, the governing body remains responsible for any decision made under delegation               |                       |   |                    |   |   |   |  |
| Key Function  | No                    | Tasks   | Decision Level     |   |   |   |  |
|   |                       |   | 1                  | 2 | 3 | 4 |  |
| Budgets   | 1                     | To approve the first formal budget plan, each financial year  | X                  |   |   |   |  |
|   | 2                     | To monitor monthly expenditure  |                    | X |   |   |  |
|   | 3                     | To establish a charging and remissions policy   |                    | X |   |   |  |
|   | 4                     | Miscellaneous financial decisions   |                    |   |   | X |  |
|   | 5                     | To enter into contracts (GB may wish to agree financial limits)   |                    | X |   |   |  |
|   | 6                     | To make payments  |                    |   |   | X |  |
| Staffing  | 7                     | Headteacher appointments (selection panel)  | X                  |   |   |   |  |
|   | 8                     | Deputy appointments (selection panel)   | X                  |   |   |   |  |
|   | 9                     | Appoint other teachers  |                    | X |   |   |  |
|   | 10                    | Appoint non-teaching staff  |                    |   |   | X |  |
|   | Committee > GB Ratify | 11  | Agree a pay policy | X |   |   |  |
|   | Pay Policy Cttee > GB | 12  | Pay discretions    | X |   |   |  |
|   | 13                    | Establishing disciplinary/capability procedures   |                    |   |   | X |  |
| GB must act through Staff Dismissal Committee   | 14                    | Dismissal of headteacher  |                    | X |   |   |  |
|   | 15                    | Dismissal of other staff  |                    | X |   |   |  |
| C of G > Committee  | 16                    | Suspending head   |                    |   | X |   |  |
|   | 17                    | Suspending staff (except head)  |                    |   |   | X |  |
|   | 18                    | Ending suspension (head)  |                    | X |   |   |  |
|   | 19                    | Ending suspension (except head)   |                    | X |   |   |  |
|   | 20                    | Determining staff complement  | X                  |   |   |   |  |
|   | 21                    | Determining dismissal payments/ early retirement  |                    | X |   |   |  |
| Curriculum  | 22                    | Ensure National Curriculum (NC) is taught to all pupils   |                    |   |   | X |  |
|   | 23                    | To establish a curriculum policy  |                    |   |   | X |  |
|   | 24                    | To implement curriculum policy  |                    |   |   | X |  |
|   | 25                    | To agree or reject and monitor curriculum policy  |                    | X |   |   |  |
|   | 26                    | Responsible for standards of teaching   |                    |   |   | X |  |
|   | 27                    | To decide which subject options should be taught having regard to resources, and implement provision for flexibility in the curriculum (including activities outside school day)  |                    |   |   | X |  |
|   | 28                    | Responsibility for individual child's education   |                    |   |   | X |  |
|   | 29                    | Provision of sex education – to establish and keep up to date a written policy  | X                  |   |   |   |  |
|   | 30                    | To prohibit political indoctrination and ensure the balanced treatment of political issues  |                    |   |   | X |  |
|   | 31                    | To establish a charging and remissions policy for non-curriculum activities   |                    | X |   |   |  |
| Staff appraisal   | 32                    | To formulate a staff appraisal policy   |                    | X |   |   |  |
|   | 33                    | To establish a staff appraisal policy   | X                  |   |   |   |  |
|   | 34                    | To implement the staff appraisal policy   |                    |   |   | X |  |
|   | 35                    | To review annually the staff appraisal policy   |                    | X |   |   |  |
| Discipline/Exclusions   | 36                    | To establish a discipline policy  | X                  |   |   |   |  |
|   | 37                    | To review the use of exclusion and to decide whether or not to confirm all permanent exclusions and fixed term exclusions where the pupil is either excluded for more than 15 days in total in a term or would lose the opportunity to sit a public examination. (Can be delegated to chair/vice-chair in cases of urgency) |                    | X |   |   |  |
|   | 38                    | To direct reinstatement of excluded pupils (Can be delegated to chair/vice-chair in cases of urgency)   |                    | X |   |   |  |
| Admissions  | 39                    | To consult annually before setting an admissions policy   |                    | X |   |   |  |
| Religious Education   | 40                    | Responsibility for ensuring provision of RE in line with school's basic curriculum  |                    |   |   | X |  |
| Collective Worship  | 41                    | To make application to the advisory councils, SACRE, concerning the requirements for collective worship   |                    |   |   | X |  |

|                                 |     |   |   |   |   |   |
|---------------------------------|-----|---|---|---|---|---|
| <b>Premises &amp; Insurance</b> | 42  | Buildings insurance and personal liability– GB to seek advice from diocese or trustees where appropriate (it is suggested that the full GB should be involved in this decision) | X |   |   |   |
|                                 | 43  | Procuring and maintaining buildings, including developing properly funded maintenance plan  |   | X |   |   |
| <b>Health &amp; Safety</b>      | 44  | To institute a health and safety policy   | X |   |   |   |
|                                 | 45  | To ensure that health and safety regulations are followed   | X |   |   |   |
| <b>School Organisation</b>      | 46  | To publish proposals to change category of school   | X |   |   |   |
|                                 | 47  | To set the times of school sessions and the dates of school terms and holidays  | X |   |   |   |
|                                 | 48  | To ensure that the school meets for 380 sessions in a school year   |   |   |   | X |
|                                 | 49  | To ensure that school lunch nutritional standards are met where provided by the governing board.  |   |   |   | X |
| <b>Information for Parents</b>  | 50  | To ensure provision of free school meals to those pupils meeting the criteria   |   |   |   | X |
|                                 | 51  | Publish details of pupil premium funding impact   |   | X |   |   |
| <b>GB Procedures</b>            | 52  | To draw up instrument of government and any amendments thereafter   | X |   |   |   |
|                                 | 53  | To appoint (and remove) the chair and vice-chair of a permanent or a temporary governing board  | X |   |   |   |
|                                 | 54  | To appoint and dismiss the clerk to the governors   | X |   |   |   |
|                                 | 55  | To hold a full governing board meeting at least three times in a school year or a meeting of the temporary governing board as often may require                                 | X |   |   |   |
|                                 | 56  | To appoint and remove co-opted governors  | X |   |   |   |
|                                 | 57  | To set up a Register of Governors' Business Interests   | X |   |   |   |
|                                 | 58  | To approve and set up a Governors Expenses Scheme   | X |   |   |   |
|                                 | 59  | To discharge duties in respect of pupils with special needs by appointing a "responsible person".   |   |   | X |   |
|                                 | 60  | To consider whether or not to exercise delegation of functions to individuals or committees   | X |   |   |   |
|                                 | 61  | To regulate the GB procedures (where not set out in law)  | X |   |   |   |
| <b>Extended Schools</b>         | 62* | To decide to offer additional activities and to what form these should take   | X |   |   |   |
|                                 | 63  | To put into place, the additional services provided   |   | X |   |   |
|                                 | 64  | To ensure delivery of services provided   |   | X |   |   |
|                                 | 65* | To cease providing extended school provision  | X |   |   |   |

## **Section 4. Committees: Terms of Reference**

### **The Role of the Chairman of the Governing Board**

- ❖ To ensure the business of the governing board is conducted properly, in accordance with legal and Education Funding Agency delegation requirements.
- ❖ To ensure meetings are run effectively, focusing on priorities, and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision making
- ❖ To establish and foster an effective relationship with the headteacher based on trust and mutual respect for each other's roles. The chair has an important role in ensuring that the governing board acts as a sounding board to the headteacher and provides strategic direction

**Disqualification – the headteacher, staff governors, staff members, pupils**

### **The Role of the Governance Professional to the Governing Board**

- ❖ To work effectively with the chairman of governors, the other governors and the headteacher to support the governing board
- ❖ To advise the governing board on constitutional and procedural matters, duties, and powers
- ❖ To convene meetings of the governing board
- ❖ To attend meetings of the governing board and ensure minutes are taken
- ❖ To maintain a register of members of the governing board and report vacancies to the governing board
- ❖ To give and receive notices in accordance with relevant regulations
- ❖ To perform such other functions as may be determined by the governing board from time to time

**Disqualification – governors, associate members, the headteacher**

### **The Role of the Chairman of a Committee**

- ❖ To ensure the business of the committee is conducted properly, in accordance with legal requirements
- ❖ To ensure meetings are run effectively, focusing on priorities, and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making

**Disqualification – staff governors, the headteacher**

### **The Role of the Governance Professional to a Committee**

- ❖ To advise the committee on procedural and legal matters
- ❖ To convene meetings of the committee
- ❖ To attend meetings of the committee and ensure minutes are taken
- ❖ To perform such other functions with respect to the committee as may be determined by the governing board from time to time

**Disqualification – the headteacher, staff governors**



## Section 5. Arnside National C of E School Trustee, Governing Board & Committee Membership

| THE ACADEMY TRUSTEES                            |                         |                            |                                      |
|---|-------------------------|----------------------------|--------------------------------------|
| The 5 Members of the Academy Trust are: -       |                         |                            |                                      |
| The Diocesan Bishop                             |                         | Bishop                     |                                      |
| The Archdeacon of Westmorland & Furness         |                         | The Venerable Vernon Ross  |                                      |
| The Parish Incumbent                            |                         | The Reverend Andrew Norman |                                      |
| Diocesan Board of Finance Representative        |                         | Mr Mark Chater             |                                      |
| The Chairman of Governors                       |                         | Mr Ian Service             |                                      |
| Full Governing Board                            |                         | Position                   | Governor responsibilities            |
| Mr Chris Hargreaves                             | Parent Governor         |                            | Science / Responsible Officer        |
| Mr Chris Myers                                  | Parent Governor         | Vice Chair                 | English                              |
| Vacancy   | Foundation Governor     |                            |                                      |
| Mrs Judith Bratt                                | Foundation Governor     |                            | SEND                                 |
| Mrs Stephanie Griffith                          | Foundation Governor     |                            | EYFS                                 |
| Mr Patrick Cherry                               | Foundation Governor     |                            | Website monitoring                   |
| Revd Hannah Wallace                             | Foundation Governor     |                            | Wellbeing / Pastoral Care            |
| Mrs Steph Woodburn                              | Foundation Governor     |                            | LAC / Pupil Premium                  |
| Revd Andrew Norman                              | ExO Foundation Governor |                            | Safeguarding / RE                    |
| Mr Ian Service                                  | Foundation Governor     | Chair                      | Data Protection Officer (DPO), Maths |
| Mr Graeme Armstrong                             | Authority Governor      |                            | Health & Safety / PE                 |
| Mr Nick Sharp                                   | Ex Officer              | Headteacher                | Designated Safeguarding Lead (DSL)   |
| Mrs Carla Hartropp                              | Staff Governor          |                            |                                      |
| Mrs Sue Glendinning                             | Governing Board GP      | Governance professional    |                                      |
| Finance/Premises/Health and Safety Committee    |                         | Pay Committee              |                                      |
| Mr Chris Hargreaves                             | Chair                   | Reverend Andrew Norman     | Chair                                |
| Mrs Stephanie Griffith                          | Clerk                   | Mrs Stephanie Griffith     | Clerk                                |
| Mr Graham Armstrong                             |                         | Mr Graham Armstrong        |                                      |
| Revd Andrew Norman                              |                         | Mr Chris Hargreaves        |                                      |
| Mr Nick Sharp                                   |                         | Mr Nick Sharp              |                                      |
| Mrs Steph Woodburn                              |                         | Mrs Steph Woodburn         |                                      |
|   |                         |                            |                                      |
| Standards, Curriculum & Pupil Welfare Committee |                         | Staffing Committee         |                                      |
| Mr Ian Service                                  | Chair                   | Reverend Andrew Norman     | Chair                                |
| Mr Chris Myers                                  | Clerk                   | Mr Chris Myers             | Clerk                                |
| Mrs Judith Bratt                                |                         | Mr Graeme Armstrong        |                                      |
| Mr Patrick Cherry                               |                         | Mr Ian Service             |                                      |
| Mrs Carla Hartropp                              |                         | Mr Nick Sharp              |                                      |
| Mr Nick Sharp                                   |                         |                            |                                      |
| Revd Hannah Wallace                             |                         |                            |                                      |
| Vacancy   |                         |                            |                                      |
| Disciplinary committee                          |                         | Staff dismissal committee  | Grievance committee                  |
| Mr Graeme Armstrong                             |                         | Mrs Stephanie Griffith     | Mr Graeme Armstrong                  |
| Mrs Judith Bratt                                |                         | Mr Chris Myers             | Mrs Judith Bratt                     |
| Mr Chris Hargreaves                             |                         | Reverend Andrew Norman     | Mr Chris Hargreaves                  |
|   |                         | Appeals committee          |                                      |
|   |                         | Revd Hannah Wallace        |                                      |
|   |                         | Mrs Steph Woodburn         |                                      |
|   |                         | Vacancy                    |                                      |
| Exclusions committee                            |                         |                            | Official complaints committee        |
| Reverend Andrew Norman                          |                         |                            | Mrs Judith Bratt                     |
| Mrs Steph Woodburn                              |                         |                            | Reverend Andrew Norman               |
| Vacancy   |                         |                            | Vacancy                              |

## The Governing Board

|   |                                |  |
|---|--------------------------------|--|
| <b>The governing board needs to take a strategic role, act as a critical friend to the school, and be accountable for its decisions. It should set aims and objectives and agree, monitor, and review policies, targets, and priorities</b>   |                                |  |
| <b>Name of governor</b>   | <b>Category of Governor</b>    | <b>End of term of office</b>                   |
| Vacancy   | Foundation Governor            |  |
| Mr Graeme Armstrong   | Foundation Governor            | <b>12 October 2025</b>                         |
| Mrs Judith Bratt  | Foundation Governor            | <b>16 January 2026</b>                         |
| Revd Hannah Wallace   | Foundation Governor            | <b>14 February 2026</b>                        |
| Mrs Stephanie Griffith  | Foundation Governor            | <b>18 November 2026</b>                        |
| Mr Chris Hargreaves   | Parent Governor                | <b>12 October 2025</b>                         |
| Mrs Carla Hartropp  | Staff Governor                 | <b>5 July 2026</b>                             |
| Mr Patrick Cherry   | Foundation Governor            | <b>1 September 2027</b>                        |
| Mr Chris Myers  | Parent Governor                | <b>12 October 2025</b>                         |
| Reverend Andrew Norman  | Ex officio Foundation Governor | <b>Ex officio</b>                              |
| Mr Ian Service  | Foundation Governor            | <b>18 June 2026</b>                            |
| Mr Nick Sharp   | Ex officio Staff Governor      | <b>Ex officio</b>                              |
| Mrs Steph Woodburn  | Foundation Governor            | <b>1 September 2026</b>                        |
| <b>Chairman of the governing board</b>  |                                | <b>Mr Ian Service</b>                          |
| <b>Vice-chairman of the governing board</b>   |                                | <b>Mr Chris Myers</b>                          |
| <b>Governance Professional to the governing board</b>   |                                | <b>Mrs Sue Glendinning</b>                     |
| <b>Quorum: One half of the number of governors in post</b>  |                                | <b>Full complement = 13<br/>Currently = 12</b> |
| These terms of reference agreed by the governing board  |                                | <b>28 September 2023</b>                       |
| Review date for terms of reference  |                                | <b>September 2024</b>                          |
| <b>Terms of reference:</b> <ul style="list-style-type: none"> <li>• <b>To agree constitutional matters*</b>, including procedures where the governing board has discretion</li> <li>• To seek to fill vacancies as they arise and <b>to appoint new governors*</b> where it is possible for the governing board to do this, e.g., Co-opted governors</li> <li>• <b>To hold at least three governing board meetings a year*</b></li> <li>• <b>To appoint or remove the chair and vice chair*</b></li> <li>• <b>To appoint or remove a governance professional to the governing board*</b></li> <li>• <b>To establish the committees of the governing board and their terms of reference*</b></li> <li>• To elect the chair of any committee, or to delegate this to the committee itself</li> <li>• <b>To appoint or remove a governance professional to each committee*</b></li> <li>• <b>To suspend or remove a governor*</b></li> <li>• <b>To decide which functions of the governing board will be delegated to committees, groups and individuals, and review these annually*</b></li> <li>• <b>To receive reports from any individual or committee to whom a decision has been delegated and to consider whether any further action by the governing board is necessary*</b></li> <li>• To approve the first formal budget plan of the financial year - if not delegated to a committee</li> <li>• To keep school policies and practice under review and to make revisions where appropriate - if not delegated to a committee</li> <li>• To review annually aspects of financial delegation to the headteacher: <ul style="list-style-type: none"> <li>➢ The day-to-day management of the budget allocation</li> <li>➢ The amount the headteacher can spend without referring to the governing board</li> <li>➢ The amount the headteacher may vire between budget headings</li> </ul> </li> </ul> <p><b>*These matters <u>cannot</u> be delegated to either a committee or an individual</b></p> <p><b>Membership</b> – As per the Instrument of Government</p> <p><b>Disqualification</b> – as per Regulation 20 and Schedule 6 of the Constitution Regulations</p> |                                |  |

| <b>Finance, Premises, Health, and Safety Committee</b>   |                                    |
|--|------------------------------------|
| <b>Name of Governor</b>  | <b>Date appointed to committee</b> |
| Mr Graham Armstrong  | 28 September 2023                  |
| Mrs Stephanie Griffith   | 28 September 2023                  |
| Mr Chris Hargreaves  | 28 September 2023                  |
| Revd Andrew Norman   | 28 September 2023                  |
| Mr Nick Sharp  | 28 September 2023                  |
| Mrs Steph Woodburn   | 28 September 2023                  |
|  |                                    |
| <b>Chairman of the committee</b>   | <b>Mr Chris Hargreaves</b>         |
| <b>Clerk to the committee</b>  | <b>Mrs Steph Griffith</b>          |
| <b>Quorum</b>  | <b>Minimum of 3</b>                |
| <b>Date committee established</b>  | <b>28 September 2023</b>           |
| <b>Date of review</b>  | <b>September 2024</b>              |
| <b>Terms of reference:</b> <ul style="list-style-type: none"> <li>Membership is agreed at the first full governing board meeting of the academic year</li> <li>Chairman is elected by the governors at the first full governing board meeting</li> <li>All outcomes to be recommended to the full governing board</li> </ul>   |                                    |
| <b>Finance</b> <ul style="list-style-type: none"> <li>Where authority has been delegated to the committee, and in consultation with the headteacher, to agree the first formal budget plan of the financial year, OR to make a formal recommendation to the full governing board</li> <li>To establish and maintain a 3-year financial plan</li> <li>To consider a budget position statement, including virement decisions, at least termly and to report significant anomalies from the anticipated position to the governing board</li> <li>To present quarterly accounts to the board and Education Funding Agency</li> <li>To ensure that the School Improvement Plan is properly budgeted for, and to monitor and evaluate spending decisions for impact on educational outcomes</li> <li>To review policies appropriate for this committee e.g. charges &amp; remissions &amp; expenses policy</li> <li>To make decisions in respect of bought in Service Level Agreements</li> <li>To make decisions on expenditure following recommendations from other committees</li> <li>To ensure, as far as is practical, that Health and Safety issues are appropriately prioritised</li> <li>To receive and respond to reports from auditors</li> <li>To consider staff salary increases recommended by the headteacher</li> <li>To ensure all voluntary funds are properly audited annually for presentation to the governing board</li> <li>To report to the full governing board at each of its meetings</li> <li>To ensure that committee members undertake appropriate training</li> <li>The headteacher must also withdraw when their own pay or performance is under discussion</li> </ul> |                                    |
| <b>Disqualification – Exclusion from attendance at committee meetings will apply in relation to any person employed to work at the school other than as headteacher when the subject for consideration is the pay or performance review of any staff member.</b>   |                                    |
| <b>Health and safety and premises</b> <ul style="list-style-type: none"> <li>To ensure the necessary school management organisation is in place to implement the policy</li> <li>In consultation with the headteacher &amp; the finance committee, to oversee premises-related funding bids, make recommendations to the finance committee on premises-related expenditure</li> <li>To advise the Governing Board on priorities, including Health and Safety, for the maintenance &amp; development of the school's premises &amp; oversee arrangements for repairs and maintenance</li> <li>To make periodic inspections of the buildings &amp; equipment within/without school, &amp; report back to the governors with a statement of priorities for maintenance &amp; development &amp; keep under review a premises development plan</li> <li>To monitor the effectiveness of the school's health &amp; safety arrangements carrying out an annual risk assessment of school premises, reviewing the risk assessment policy, &amp; advising the governing board of changes prior to ratification of policy by the governing board</li> <li>To ensure full compliance with any Health &amp; Safety Audit of the premises, within required timescales</li> <li>To establish and keep under review the Accessibility plan</li> <li>To oversee arrangements, including Health &amp; Safety &amp; appropriate Insurance, for the use of school premises by outside users, subject to governing board policy</li> </ul>   |                                    |
| <b>Establish, monitor and review the following policies: -</b> <ul style="list-style-type: none"> <li>➤ Accessibility plan</li> <li>➤ All Premises policies</li> <li>➤ Appraisal policy</li> <li>➤ Central record of recruitment and vetting checks</li> <li>➤ Charging and remissions policy</li> </ul>   |                                    |

- Data protection policy
- Equality information (Public Sector Equality Duty)
- Equality objectives
- Freedom of information publication scheme
- Health and safety policy
- Pupil Premium Information
- Register of business interests of headteacher, governors
- Teachers' pay policy
- Whistleblowing policy

| <b>Standards, Curriculum and Pupil Welfare Committee</b>   |                                    |
|--|------------------------------------|
| <b>Name of governor</b>  | <b>Date appointed to committee</b> |
| Mrs Judith Bratt   | 28 September 2023                  |
| Mr Patrick Cherry  | 28 September 2023                  |
| Mrs Carla Hartropp   | 28 September 2023                  |
| Mr Chris Myers   | 28 September 2023                  |
| Mr Ian Service   | 28 September 2023                  |
| Mr Nick Sharp  | 28 September 2023                  |
| Revd Hannah Wallace  | 28 September 2023                  |
|  |                                    |
| <b>Chairman of the committee</b>   | <b>Mr Ian Service</b>              |
| <b>Clerk to the committee</b>  | <b>Mr Chris Myers</b>              |
| <b>SEND Governor</b>   | <b>Mrs Judith Bratt</b>            |
| <b>Quorum</b>  | <b>Minimum of 3</b>                |
| <b>Date committee established</b>  | <b>28 September 2023</b>           |
| <b>Date of review</b>  | <b>September 2024</b>              |
| <b>Terms of reference:</b> <ul style="list-style-type: none"> <li>• Membership is agreed at the first full governing board meeting of the academic year</li> <li>• Chairman is elected by the governors at the first full governing board meeting</li> <li>• All outcomes to be recommended to the full governing board</li> </ul> <b>Standards, Curriculum, and Pupil Welfare</b> <ul style="list-style-type: none"> <li>• To ensure that staff and governors comply with the safeguarding policy to ensure everyone's safety and wellbeing in school</li> <li>• To consider and advise the governing board on standards and statutory requirements relating to the curriculum</li> <li>• To consider curricular issues which have implications for Finance and Personnel decisions and to make recommendations to the relevant committee or the governing board</li> <li>• To review such policies as are deemed appropriate to this committee</li> <li>• To ensure that the school complies with relevant legislation relating to equality and diversity</li> <li>• To review school self-evaluation policy and ensure that identified priorities inform the School Improvement Plan</li> <li>• To implement strategies to reduce pupil absence rates</li> <li>• To oversee arrangements for individual governors to take a leading role in specific areas of provision, e.g. SEN, English and maths, and receive regular reports from governors with curriculum responsibilities</li> <li>• To oversee arrangements for educational visits, and ensure that an Educational Visits co-ordinator is appointed</li> </ul> <b>Establish, monitor, and review the following policies/procedures: -</b> <ul style="list-style-type: none"> <li>➤ Accessibility policy</li> <li>➤ Admissions policy</li> <li>➤ Attendance register</li> <li>➤ Behaviour policy</li> <li>➤ Complaint's procedure policy</li> <li>➤ Data protection policy</li> <li>➤ Early Years Policy</li> <li>➤ Equality policy, statements, and objectives</li> <li>➤ Exclusion procedures</li> <li>➤ Inclusion policy</li> <li>➤ Key Stage 1 Assessments</li> <li>➤ Key Stage 2 Assessments</li> <li>➤ RE &amp; collective worship policy</li> <li>➤ Report on Individual Pupil's Progress</li> <li>➤ Safeguarding/Child protection policy</li> <li>➤ School session times</li> <li>➤ SEND policy</li> <li>➤ Sex and relationship education policy</li> </ul> |                                    |

| Staffing Committee   |                                    |
|--|------------------------------------|
| <b>Name of governor</b>  | <b>Date appointed to committee</b> |
| Mr Graeme Armstrong  | 28 September 2023                  |
| Mr Chris Myers   | 28 September 2023                  |
| The Revd Andrew Norman   | 28 September 2023                  |
| Mr Ian Service   | 28 September 2023                  |
| Mr Nick Sharp  | 28 September 2023                  |
| <b>Chairman of the committee</b>   | <b>The Revd Andrew Norman</b>      |
| <b>Clerk to the committee</b>  | <b>Mr Chris Myers</b>              |
| <b>Quorum</b>  | <b>Minimum of 3</b>                |
| <b>Date committee established</b>  | <b>28 September 2023</b>           |
| <b>Date of review</b>  | <b>September 2024</b>              |
| <p><b>Terms of reference:</b></p> <ul style="list-style-type: none"> <li>• Membership is agreed at the first full governing board meeting of the academic year</li> <li>• Chairman is elected by the governors at the first full governing board meeting</li> <li>• All outcomes to be recommended to the full governing board</li> </ul> <p><b>Staffing</b></p> <ul style="list-style-type: none"> <li>• To agree and keep under review the staffing structure in consultation with the headteacher and the finance committee</li> <li>• To establish a Staff Appraisal Policy and Pay Policy for the school and be responsible for the policy administration and review*</li> <li>• To ensure that all staff have up-to-date job descriptions</li> <li>• To oversee appointment procedures for staff within the leadership team, and other staff where this has not been delegated to the headteacher under Staffing Regulations 2003</li> <li>• To ensure that the school follows Safe Recruitment practices, and has a formal induction programme for all new staff members</li> <li>• To ensure that formal DBS checks are carried out for all new members of staff, and that the school maintains a Single Central Record of staff checks for inspection purposes</li> <li>• To oversee the process leading to staffing adjustments</li> <li>• To agree procedures for hearing staff grievances and appeals, and for appeals against staff dismissals</li> <li>• To keep under review staff work/life balance, working conditions and well-being, including the monitoring of absence</li> <li>• To make recommendations on personnel related expenditure to the finance committee</li> </ul> <p><b>Pay Policy</b></p> <ul style="list-style-type: none"> <li>• To establish a Salary Policy for all categories of staff and to be responsible for its administration and review</li> <li>• To review the salaries of teachers effective September 1 annually, in accordance with existing arrangements</li> <li>• Notify staff members in writing of the decisions reached and the criteria used to determine their spine allocation</li> <li>• To establish, review and monitor a Staff Appraisal policy for all staff</li> <li>• To review the headteachers and deputy headteachers performance regarding school leadership and management</li> <li>• To monitor and evaluate the headteachers appraisal (Select committee in place) taking account of the Headteacher Appraisal Committee recommendations</li> <li>• To undertake a salary review at any other time the governing board directs there is a need to do so</li> <li>• Make recommendations to the governing board for ratification</li> </ul> <p><b>Disqualification –</b> Exclusion from attendance at committee meetings will apply in relation to any person employed to work at the school other than as headteacher when the subject for consideration is the pay or performance review of any person employed to work at the school. The headteacher must also withdraw when their pay or performance is under discussion.</p> <p><b>Establish, monitor, and review the following policies –</b></p> <ul style="list-style-type: none"> <li>➤ Central record of recruitment and vetting checks</li> <li>➤ Contract for each member of staff</li> <li>➤ Employment policies and Risk Assessments when required</li> <li>➤ Staff discipline, staff conduct and grievance procedures</li> </ul> |                                    |

| Headteacher's Annual Appraisal Committee   |                                 |
|--|---------------------------------|
| Name of governor   | Date appointed to the committee |
| Mr Chris Myers   | 28 September 2023               |
| The Revd Andrew Norman   | 28 September 2023               |
| Mr Ian Service   | 28 September 2023               |
| Ms Judith Gore   | External Advisor                |
| Chairman of the group  | Mr Ian Service                  |
| Review officer   | Mr Chris Hargreaves             |
| Quorum   | 3 plus External Advisor         |
| Date group established   | 28 September 2023               |
| Date of review   | September 2024                  |
| <b>Terms of reference:</b> <ul style="list-style-type: none"> <li>To arrange to meet with the External Adviser annually, in the Autumn Term, to review the headteacher's overall leadership and management of the school and against previously agreed objectives, and to agree new performance objectives</li> <li>To draw up the headteacher's review statement within the required timescale</li> <li>To monitor through the year, the performance of the headteacher against the set objectives</li> <li>To make recommendations to the Pay Committee in respect of any salary increase for the successful meeting of objectives by the headteacher</li> </ul> |                                 |
| <b>Membership – 2 or 3 full governors.</b>   |                                 |
| <b>Disqualification –</b> The headteacher and any person employed to work at the school in any capacity may not be members of this group   |                                 |

| Staff Dismissal Committee   |                                 |
|---|---------------------------------|
| Name of governor  | Date appointed to the committee |
| Mrs Stephanie Griffith  | 28 September 2023               |
| Mr Chris Myers  | 28 September 2023               |
| The Revd Andrew Norman  | 28 September 2023               |
| Chairman of the committee   | Mr Chris Myers                  |
| Governance Professional to the Committee  | Mrs Sue Glendinning             |
| Quorum  | Minimum of 3                    |
| Date committee established  | 28 September 2023               |
| Date of review:   | September 2024                  |
| <b>Terms of reference:</b> <ul style="list-style-type: none"> <li>To seek the advice of the schools Human Resources advisor as appropriate</li> <li>To make any determination to dismiss any member of staff (unless delegated to the headteacher)</li> <li><b>To make any decisions under personnel procedures e.g. disciplinary, grievance, capability where the headteacher is the subject of the action*</b></li> <li>To make any decisions relating to any member of staff other than the headteacher, under the governing board's personnel procedures (unless delegated to the headteacher)</li> <li>To make any determination or decision under the governing board's complaints procedure for parents and others</li> <li>To make any determination or decision under the governing board's curriculum complaints procedure, in respect of National Curriculum disapplications</li> <li>To make any determination or decision about the operation of the governing board's charging policy:</li> </ul> |                                 |
| <b>* Cannot be delegated to an individual</b>   |                                 |
| <b>Membership –</b> not less than 3 members of the governing board<br>(NB. The number of governors appointed to this committee directly affects the number required for an Appeal Committee)  |                                 |
| <b>Disqualification –</b> The headteacher<br>It is recommended that only experienced or trained governors be appointed to this committee and that the chair of governors, due to probable prior knowledge should not be a member  |                                 |

| <b>Disciplinary and Grievance Committee</b>   |  |
|---|--|
| <b>Name of governor</b>   | <b>Date appointed to the committee</b> |
| Mr Grame Armstrong  | 28 September 2023                      |
| Mrs Judith Bratt  | 28 September 2023                      |
| Mr Chris Hargreaves   | 28 September 2023                      |
| <b>Chairman of the committee</b>  | <b>Mr Grame Armstrong</b>              |
| <b>Governance Professional to the committee</b>   | <b>Mrs Sue Glendinning</b>             |
| <b>Quorum</b>   | <b>Minimum of 3</b>                    |
| <b>Date committee established</b>   | <b>28 September 2023</b>               |
| <b>Date of review:</b>  | <b>September 2024</b>                  |
| <b>Terms of reference:</b> <ul style="list-style-type: none"> <li>To seek the advice of the schools Human Resources advisor as appropriate</li> <li>To make any determination to dismiss any member of staff (unless delegated to the headteacher)</li> <li><b>To make any decisions under personnel procedures e.g. disciplinary, grievance, capability where the headteacher is the subject of the action*</b></li> <li>To make any decisions relating to any member of staff other than the headteacher, under the governing board's personnel procedures (unless delegated to the headteacher)</li> <li>To make any determination or decision under the governing board's complaints procedure for parents and others</li> <li>To make any determination or decision under the governing board's curriculum complaints procedure, in respect of National Curriculum disapplication's</li> <li>To make any determination or decision about the operation of the governing board's charging policy:</li> </ul> <p><b>* cannot be delegated to an individual</b></p> <p><b>Membership</b> – not less than 3 members of the governing board<br/>(NB. The number of governors appointed to this committee directly affects the number required for an Appeal Committee)</p> <p><b>Disqualification</b> – The headteacher<br/>It is recommended that only experienced or trained governors be appointed to this committee and that the chair of governors, due to probable prior knowledge should not be a member</p> |  |

| <b>Appeals Committee</b>   |  |
|--|--|
| <b>Name of governor</b>  | <b>Date appointed to the committee</b> |
| Vacancy  | 28 September 2023                      |
| Revd Hannah Wallace  | 28 September 2023                      |
| Mrs Steph Woodburn   | 28 September 2023                      |
| <b>Chairman of the committee</b>   |  |
| <b>Governance Professional to the committee</b>  | <b>Mrs Sue Glendinning</b>             |
| <b>Quorum</b>  | <b>Minimum of 3</b>                    |
| <b>Date committee established</b>  | <b>28 September 2023</b>               |
| <b>Date of review:</b>   | <b>September 2024</b>                  |
| <b>Terms of reference:</b> <ul style="list-style-type: none"> <li>To consider any appeal against a decision made by the Hearings Committee to dismiss a member of staff*</li> <li>To consider any appeal against a decision short of dismissal under the governing board's personnel procedures e.g. disciplinary, grievance, capability*</li> <li>To consider any appeal against selection for redundancy*</li> </ul> <p><b>* Cannot be delegated to an individual</b></p> <p><b>Membership</b> – no fewer members than the hearings committee</p> <p><b>Disqualification</b> – The headteacher<br/>Any members of the hearing committee</p> <p>It is recommended that only experienced or trained governors be appointed to this committee and that the chair of governors, due to probable prior knowledge should not be a member</p> |  |



| <b>Exclusions Committee</b>   |  |
|---|--|
| <b>Name of governor</b>   | <b>Date appointed to the committee</b> |
| Vacancy   | <b>28 September 2023</b>               |
| The Revd Andrew Norman  | <b>28 September 2023</b>               |
| Mrs Steph Woodburn  | <b>28 September 2023</b>               |
| <b>Chairman of the committee</b>  |  |
| <b>Governance Professional to the committee</b>   | <b>Mrs Sue Glendinning</b>             |
| <b>Quorum</b>   | <b>Minimum of 3</b>                    |
| <b>Date committee established</b>   | <b>28 September 2023</b>               |
| <b>Date of review:</b>  | <b>September 2024</b>                  |
| <p><b>Terms of reference:</b></p> <ul style="list-style-type: none"> <li>To consider representations from parents in the case of exclusions of 5 days or less. The Panel has discretion to invite Parent/s or Carers to attend. (Committee may not re-instate)</li> <li>To consider representations from parents in the case of one or more exclusions totalling more than 5, but not more than 15, school days in one term. Parents/carers are entitled to attend. (Meeting to be held between 6<sup>th</sup> and 50<sup>th</sup> school days after receiving notice of the exclusion)</li> <li>To consider the appropriateness of any permanent exclusion or any exclusion where one or more fixed period exclusions total more than 15 school days in one term or where a pupil is denied the chance to take a public examination (meeting to be held between 6<sup>th</sup> and 15<sup>th</sup> school days after receiving notice of the exclusion)</li> <li>To ensure that the guidance contained in the "Improving Attendance and Behaviour" document is practised in the school, with specific reference to the role assigned to the Governing Board</li> <li>To review the school behaviour and discipline policy, and make recommendations on changes to the governing board</li> </ul> <p><b>Membership – 3 or 5</b><br/>N.B. The governing board may nominate a pool of governors from which three or five will serve as the Pupil Discipline Committee to consider particular exclusions. If a governor has a connection with the pupil or the incident that could affect their ability to act impartially, they should not serve at the hearing. If, through non-attendance of a governor, four members consider an exclusion, the chair has the casting vote</p> <p><b>Disqualification –</b> The headteacher, who will attend to present their case for the exclusion<br/>Any governor with prior knowledge of the pupil or the incident<br/>Where the chair of governors has prior knowledge of the matter, they should not be a member<br/>Staff governors should not be committee members due to the strong likelihood of them having knowledge of the pupil and/or incident</p> <p><b>The chair of governors</b> may review on their own any exclusion where the pupil will miss a public examination</p> |  |

#### Meeting dates for the academic year 2023-2024

| <b>Meeting</b>   | <b>Autumn term</b>  | <b>Spring term</b>      | <b>Summer term</b>                                       |
|--|---|-------------------------|--|
| <b>Full Governing Board<br/>(Meetings start at 5.00pm)</b> | <b>Tuesday 19 Sept 2023</b><br><br><b>Tues 21 Nov 2023<br/>(to ratify the accounts<br/>pre-AGM)</b> | <b>Tues 27 Feb 2024</b> | <b>Tues 23 April 2024</b><br><br><b>Tues 9 July 2024</b> |
| Finance, Premises, Health & Safety Committee               | <b>Tues 31 Oct 2023<br/>@ 6.30pm</b>  | <b>February 2024</b>    | <b>May 2024</b>  |
| Staffing Committee   | <b>Tues 31 Oct 2023<br/>@ 5.00pm</b>  |                         |  |
| Standards, Curriculum & Pupil Welfare Committee            | <b>Tues 28 Nov 2023<br/>@ 4.00pm</b>  | <b>Wed 14 Feb 2024</b>  | <b>23 May 2024</b>                                       |
| Headteacher's Annual Appraisal Committee                   | <b>Nov/Dec 2023</b>   |                         |  |
| AGM Members Meeting  | <b>Tues 5 December 2023<br/>@ 7.00pm</b>  |                         |  |

**THE COMPANIES ACT 2006  
& COMPANIES (REGISTRATION) REGULATIONS 2008 (SL 2008/3014)  
A COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION  
OF  
ARNSIDE NATIONAL CHURCH OF ENGLAND SCHOOL**

Single and Multi-Model

THE COMPANIES ACT 2006  
& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)

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SCHEDULE 2  
A COMPANY LIMITED BY GUARANTEE  
Regulation 2(b)  
MEMORANDUM OF ASSOCIATION OF  
Arnside National Church of England School

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

*Name of each subscriber      Authentication by each subscriber*

**Name:**

**Signature:**

**Carlisle Diocesan Board of  
Finance Limited**



[On Behalf Of: Carlisle Diocesan Board of  
Finance Limited

**The Right Reverend James  
Newcome (in his capacity as Diocesan  
Bishop)**

Signature: 

~~Revd. Canon Michael Middleton~~

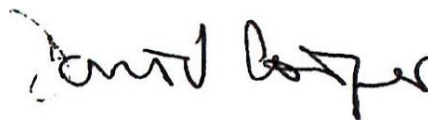
~~Rev. Dr. Richard Pratt~~ (in his

The ~~ACTING~~

capacity as ↑ Archdeacon of  
Westmorland and Furness

Signature: 

**The Reverend David Cooper (in his  
capacity as Priest in Charge of the  
benefice of Arnside)**



Signature

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Dated 18<sup>th</sup> October 2011

## INTERPRETATION

1. In these Articles: -
- a. "Academy" means the school referred to in Article 4 and established by the Academy Trust;
  - b. "Academy Financial Year" means the academic year from 1<sup>st</sup> of September to 31<sup>st</sup> of August in any year;
  - c. "Academy Trust" means the company intended to be regulated by these Articles and referred to in Article 2;
  - d. "Additional Governors" means the Governors appointed pursuant to Article 62 and 62A;
  - e. "Area Dean" means the Area Dean of the Church of England Deanery or Deaneries in which the academy is situated and/ or which it serves;<sup>1</sup>
  - f. "the Articles" means these Articles of Association of the Academy Trust;
  - g. "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor;
  - h. "Clear Days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;
  - i. "Diocese" means the Church of England diocese in which the Academy is situated;
  - j. "Diocesan Bishop" means the Bishop of the Diocese or a diocesan official appointed by him for the role to be undertaken by the Diocesan Bishop in these Articles;
  - k. "Diocesan Board of Education" means that body constituted under the Diocesan Boards of Education Measure 1991 for the relevant diocese and any successor body;
  - l. "Diocesan Board of Finance" means the Diocesan Board of Finance for the Diocese;
  - m. "Financial Expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
  - n. "Funding Agreement" means the agreement made under section 1 of the Academies Act 2010 between the Academy Trust and the Secretary of State to establish the Academy;
  - o. "Further Governors" means the Governors appointed pursuant to Article 63;
  - p. "Governors" means the directors of the Academy Trust (and "Governor" means any one of those directors), subject to the definition of this term at Article 6.9(b) in relation to Articles 6.2-6.9;

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<sup>1</sup> Please consider this definition carefully and amend as necessary. If the Area Dean is not to be a member of the academy trust this definition can be deleted. If only one Area Dean is to be a member, then please amend the definition to make this clear. If two or more Area Deans are to be members one for where the academy is situated and others for areas that the Academy will served then amend the definition so as to refer to all Area Deans

- q. “the Incumbent” means the Incumbent the parish of Arnside or in the case of a vacancy or unwillingness of the Incumbent to act the Priest in Charge or the person appointed to act in their stead by the Archdeacon of Westmorland and Furness;
- r. “LA” means the local authority covering the area in which the Academy is situated;
- s. “LA Governor” means the Governor who may be appointed pursuant to Article 51;
- t. “Local Authority Associated Persons” means any person associated with any local authority within the meaning given in section 69 of the Local Government and Housing Act 1989;
- u. “Member” means a member of the Academy Trust and someone who as such is bound by the undertaking contained in Article 8;
- v. “Memorandum” means the Memorandum of Association of the Academy Trust;
- w. “Office” means the registered office of the Academy Trust;
- x. “Parent Governors” means the Governors appointed pursuant to Articles 53 to 58 inclusive;
- y. “Parish” means the Church of England parish in which the Academy is situated or one which it serves;
- z. “Principal” means the head teacher of the Academy;
- aa. “Principal Regulator” means the body or person appointed as the Principal Regulator under the Charities Act 2006;
- bb. “SIAS” means the Statutory Inspection of Anglican Schools or any successor inspection of such schools
- cc. “seal” means the common seal of the Academy Trust if it has one;
- dd. “Secretary” means the secretary of the Academy Trust or any other person appointed to perform the duties of the secretary of the Academy Trust, including a joint, assistant or deputy secretary;
- ee. “Secretary of State” means the Secretary of State for Education or successor;
- ff. “Staff Governor” means an employee of the Academy Trust who may be appointed as a Governor pursuant to Article 50 A;
- gg. “Teacher” means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at the Academy;
- hh. “United Kingdom” means Great Britain and Northern Ireland;
- ii. words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;
- jj. 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;

- kk. any reference to a statute or statutory provision or measure shall include any statute or statutory provision or measure which replaces or supersedes such statute or statutory provision or measure including any modification or amendment thereto.
2. The company's name is Arnside National Church of England School Academy Trust (and in this document, it is called "**the Academy Trust**").
3. The Academy Trust's registered office is to be situated in England and Wales.

## OBJECTS

4. The Academy Trust's object ("**the Object**") is specifically restricted to the following: to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing a school with a designated Church of England religious character offering a broad and balanced curriculum conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship (as required by the Funding Agreement), and in having regard to the advice of the Diocesan Board of Education("the Academy").
5. In furtherance of the Object but not further or otherwise the Academy Trust may exercise the following powers: -
- (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Academy Trust;
  - (b) to raise funds and to invite and receive contributions provided that in raising funds the Academy Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (c) (subject to such further consents as may be required by law or as may be required from the Diocesan Board of Finance as landlord/licensor where this is the case) to acquire, alter, improve and charge or otherwise dispose of property;
  - (d) subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Object (including the maintenance of an effective Church of England ethos) and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
  - (e) to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Object;
  - (f) to co-operate with other charities, other independent and maintained schools, voluntary

bodies and statutory authorities operating in furtherance of the Object and to exchange information and advice with them;

- (g) to pay out of funds of the Academy Trust the costs, charges and expenses of and incidental to the formation and registration of the Academy Trust;
- (h) to establish, maintain, carry on, manage and develop the Academy at Church Hill, Arnside, Carnforth, Cumbria LA5 0DW.
- (i) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils;
- (j) to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- (k) to carry out research into the development and application of new techniques in education in particular in relation to the areas of curricular specialisation of the Academy and to its approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in academies;
- (l) subject to such consents as may be required from the Diocesan Board of Finance as landlord/licensor or otherwise required by law and/or by any contract entered into by or on behalf of the Academy Trust to borrow and raise money for the furtherance of the Object in such manner and on such security as the Academy Trust may think fit;
- (m) to deposit or invest any funds of the Academy Trust not immediately required for the furtherance of its Object (but to invest only after obtaining such advice from a financial expert as the Governors consider necessary and having regard to the suitability of investments and the need for diversification);
- (n) to delegate the management of investments to a financial expert, but only on terms that:
  - (i) the investment policy is set down in writing for the financial expert by the Governors;
  - (ii) every transaction is reported promptly to the Governors;  
the performance of the investments is reviewed regularly with the Governors;
  - (iii) the Governors are entitled to cancel the delegation arrangement at any time;
  - (iv) the investment policy and the delegation arrangement are reviewed at least once a year;
  - (v) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Governors on receipt; and
  - (vi) the financial expert must not do anything outside the powers of the Governors.

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

(p) to provide indemnity insurance to cover the liability of Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Academy Trust: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as Governors;

(q) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy Trust;

(r) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Object and appropriate to the religious character of the Academy.

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

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

- a) benefit as a beneficiary of the Academy Trust;
- b) be paid reasonable and proper remuneration for any goods or services supplied to the Academy Trust;
- c) be paid rent for premises let by the Member of the Academy Trust if the amount of the rent and other terms of the letting are reasonable and proper; and
- d) be paid interest on money lent to the Academy Trust at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by the Governors, or 0.5%, whichever is the higher.

6.3 A Governor may benefit from any indemnity insurance purchased at the Academy Trust's expense to cover the liability of the Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Academy Trust: Provided that any such



insurance shall not extend to any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as directors of the Academy Trust.

- 6.4 A company, which has shares listed on a recognised stock exchange and of which any one Governor holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Academy Trust.
- 6.5 A Governor may at the discretion of the Governors be reimbursed from the property of the Academy Trust for reasonable expenses properly incurred by him or her when acting on behalf of the Academy Trust, but excluding expenses in connection with foreign travel.
- 6.6 No Governor may:
- (a) buy any goods or services from the Academy Trust;
  - (b) sell goods, services, or any interest in land to the Academy Trust;
  - (c) be employed by or receive any remuneration from the Academy Trust (other than the Principal and any Staff Governor whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8)
  - (d) receive any other financial benefit from the Academy Trust;
- unless:
- (i) the payment is permitted by Article 6.7 and the Governors follow the procedure and observe the conditions set out in Article 6.8; or
  - (ii) the Governors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

6.7 Subject to Article 6.8, a Governor may:

- a) receive a benefit from the Academy Trust in the capacity of a beneficiary of the Academy Trust.
- b) be employed by the Academy Trust or enter into a contract for the supply of goods or services to the Academy Trust, other than for acting as a Governor.
- c) receive interest on money lent to the Academy Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Governors, or 0.5%, whichever is the higher.
- (d) receive rent for premises let by the Governor to the Academy Trust if the amount of the rent and the other terms of the lease are reasonable and proper.

6.8 The Academy Trust and its Governors may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

- (a) the remuneration or other sums paid to the Governor do not exceed an amount that is reasonable in all the circumstances.
- (b) the Governor is absent from the part of any meeting at which there is discussion of:
  - i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
  - ii) his or her performance in the employment, or his or her performance of the contract; or
  - iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.7; or
  - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7.
- (c) the Governor does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting.
- (d) save in relation to employing or contracting with the Principal (a Governor pursuant to Articles 46 and 52) and any Staff Governor the other Governors are satisfied that it is in the interests of the Academy Trust to employ or to contract with that Governor rather than with someone who is not a Governor. In reaching that decision the Governors must balance the advantage of employing a Governor against the disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest).
- (e) the reason for their decision is recorded by the Governors in the minute book.
- (f) a majority of the Governors then in office have received no such payments or benefit.

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

6.9. In Articles 6.2-6.9:

- (a) "Academy Trust" shall include any company in which the Academy Trust:
  - holds more than 50% of the shares; or
  - controls more than 50% of the voting rights attached to the shares; or
  - has the right to appoint one or more directors to the board of the company.
- (b) "Governor" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor

as his or her partner

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

7. The liability of the members of the Academy Trust is limited.
8. Every Member of the Academy Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Academy Trust's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the Academy Trust's debts and liabilities before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
9. If the Academy Trust is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Academy Trust, but shall be given or transferred to The Carlisle Diocesan Barchester Fund or some other charity or charities having objects similar to the Object which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Academy Trust by Article 6 above, chosen by the Members of the Academy Trust at or before the time of dissolution and if that cannot be done then to some other charitable object.
10. No alteration or addition shall be made to or in the provisions of the Articles without the written consent of the Secretary of State, and the Diocesan Board of Education
11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Academy Trust would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Academy Trust would cease to be a charity or (c) that it might weaken the maintenance of an effective Church of England ethos at the Academy.

## MEMBERS

12. The Members of the Academy Trust shall comprise

(a) the signatories to the Memorandum<sup>2</sup> who are:

- (i) the Diocesan Board of Finance
- (ii) the Diocesan Bishop
- (iii) the Archdeacon of Westmorland & Furness and
- (iv) the Incumbent;

(b) Up to 1 person who may be appointed by the Diocesan Board of Finance

(c) 1 person appointed by the Secretary of State, in the event that the Secretary of State appoints a person for this purpose;

(d) the chairman of the Governors; and

(e) any person appointed under Article 16;

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 any of the persons entitled to appoint Members in Article 12:

- a) in the case of an individual, die or become legally incapacitated;

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

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

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

15. Membership will terminate automatically if:

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

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

16A. Any Member appointed pursuant to Article 16 shall serve for a maximum period of 12 months. Any Member may be reappointed by unanimous agreement of the Members (with the written consent of the Diocesan Board of Education)

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

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

## GENERAL MEETINGS

19. The Academy Trust shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not

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<sup>3</sup> Resignations which threaten Church of England members losing their majority should be avoided.

more than fifteen months shall elapse between the date of one Annual General Meeting of the Academy Trust and that of the next. Provided that so long as the Academy Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Governors shall appoint. All meetings other than Annual General Meetings shall be called General Meetings.

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

## NOTICE OF GENERAL MEETINGS

21. General meetings shall be called by at least fourteen clear days' notice but 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.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy.

The notice shall be given to all the Members, to the Governors and auditors.

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

## PROCEEDINGS AT GENERAL MEETINGS.

23. No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum.
24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Governors may determine.
25. The chairman, if any, of the Governors or in his absence some other Governor nominated by the Governors shall preside as chairman of the meeting, but if neither the chairman nor such

other Governor (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Governors present shall elect one of their number to be chairman and, if there is only one Governor present and willing to act, he shall be the chairman.

26. If no Governor is willing to act as chairman, or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
27. A Governor shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
28. The chairman may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen 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:-
  - i. by the chairman; or
  - ii. by at least two Members having the right to vote at the meeting; or
  - iii. 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 Academy Trust have been paid.
39. No objections shall be raised to the qualification of any person to vote at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
40. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Governors may approve) -.

"I/We, ....., of ....., being a Member/Members of the above named Academy Trust, hereby appoint ..... of ....., or in his absence, ..... of ..... as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of



the Academy Trust to be held on .....20[ ], and at any adjournment thereof.

Signed on ..... 20[ ]”

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

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

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

Resolution No. 1 \*for \* against

Resolution No. 2 \*for \* against.

- Strike out whichever is not desired.

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

Signed on .... 20[ ]”

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

(a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Academy Trust in relation to the meeting not less than 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 Secretary or to any Governor;

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

43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Academy Trust at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
44. Any organisation which is a Member of the Academy Trust may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Academy Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Academy Trust.<sup>4</sup>

## GOVERNORS

45. The number of Governors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
46. Subject to Articles 48-49 and 64, the Academy Trust shall have the following Governors:<sup>5</sup>
- a. Not less than 8 Governors, appointed under Article 50
  - b. Up to 4 Staff Governors, if appointed under Article 50A<sup>6</sup>
  - c. Up to 1 LA Governor if appointed under Article 51
  - d. 2 Parent Governors appointed under Articles 53-58 ;
  - e. the Principal;
  - f. any Additional Governors, if appointed under Article 62, 62A or 68A; and
  - g. any Further Governors, if appointed under Article 63 or Article 68A;
47. The Academy Trust may also have any Co-opted Governor appointed under Article 59.
48. The first Governors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.

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<sup>4</sup> Church of England bodies that become corporate members of academy companies will need to use this power to appoint individuals to attend meetings and act on their behalf.

<sup>5</sup> Care needs to be taken here to ensure that at all times including if Co-Opted Governors are appointed pursuant to Article 59 Governors appointed by Church bodies are in the majority. Since Staff Governors and the LA Governor are optional a decision on their numbers needs to be taken into account.

<sup>6</sup> It is a requirement of the DfE that the model Memorandum and Articles of Association permit up to one-third of the total number of Governors (disregarding appointments by the Secretary of State) to be Staff Governors so staff numbers may amount to no more than one-third of the total number of Governors. Note however that the DfE do not require any Staff Governors to be appointed. They are optional.

49. Future Governors shall be appointed or elected, as the case may be, under these Articles.

Where it is not possible for such a Governor to be appointed or elected due to the fact that an Academy has not yet been established or the Principal has not been appointed, then the relevant Article or part thereof shall not apply.

## APPOINTMENT OF GOVERNORS

50. The Members shall appoint a minimum of 8 Governors which number shall include the Incumbent (or Priest in Charge) as an ex officio Governor

50A. The Members may appoint up to 4 Staff Governors through such process as they may determine,

51. The LA may appoint the LA Governor

52. The Principal shall be treated for all purposes as being an ex officio Governor.

53. Subject to Article 57, the Parent Governors shall be elected by parents of registered pupils at the Academy. A Parent Governor must be a parent of a pupil at the Academy at the time when he is elected.

54. The Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of Parent Governors, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of Parent Governors which is contested shall be held by secret ballot.

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

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

57. The number of Parent Governors required shall be made up by Parent Governors appointed by the Governing Body if the number of parents standing for election is less than the number of vacancies.

58. In appointing a Parent Governor the Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

## CO-OPTED GOVERNORS

59. The Governors [ appointed under Article 50 ] with the consent of the Diocesan Board of Education may appoint up to 2 Co-opted Governors for such term (not exceeding four years) and otherwise upon such conditions as they shall think fit. A 'Co-opted Governor' means a person who is appointed to be a Governor by being Co-opted by Governors who have not themselves been so appointed. The Governors may not co-opt an employee of the Academy Trust as a Co-opted Governor if thereby the number of Governors who are employees of the Academy Trust would exceed one third of the total number of Governors (including the Principal).

## APPOINTMENT OF ADDITIONAL GOVERNORS

60. The Secretary of State may give a warning notice to the Governors (which he shall copy to the Diocesan Board of Education) where he is satisfied—

- i. that the standards of performance of pupils at the Academy are unacceptably low, or
- ii. that there has been a serious breakdown in the way the Academy is managed or
- iii. governed, or
- iv. that the safety of pupils or staff of the Academy is threatened (whether by a breakdown of discipline or otherwise).

61. For the purposes of Article 60 a 'warning notice' is a notice in writing by the Secretary of State to the Academy Trust delivered to the Office setting out—

- a) the matters referred to in Article 60;
- b) the action which he requires the Governors to take in order to remedy those matters; and
- c) the period within which that action is to be taken by the Governors ('the compliance period').

62. The Secretary of State may appoint such Additional Governors as he thinks fit (after consultation with the Diocesan Board of Education) if the Secretary of State has:

- a) given the Governors a warning notice in accordance with Article 60; and
- b) the Governors have failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period.

62A The Secretary of State may also appoint such Additional Governors (after consultation with the Diocesan Board of Education) where following an Inspection by the Chief Inspector in accordance with the Education Act 2005 (an "Inspection") the Academy Trust receives an Ofsted grading (being a grade referred to in The Framework for School Inspection or any modification or replacement of that document for the time being in force) which amounts to a drop, either from one Inspection to the next Inspection or between any two Inspections carried out within a 5 year period, of two Ofsted grades. For the purposes of the foregoing the grade received by Arnside National Church of England Voluntary Aided School shall be regarded as the grade received by the Academy.

63. The Secretary of State may also appoint such Further Governors as he thinks fit (after consultation with the Diocesan Board of Education) if a Special Measures Termination Event (as defined in the Funding Agreement) occurs in respect of the Academy.
64. Within 5 days of the Secretary of State appointing any Additional or Further Governors in accordance with Articles 62, 62A or 63, any Governors appointed under Article 50 and holding office immediately preceding the appointment of such Governors, shall resign immediately and the Members' power to appoint Governors under Article 50 shall remain suspended until the Secretary of State removes one or more of the Additional or Further Governors.

## TERM OF OFFICE

65. The term of office for any Governor (other than Co-opted Governors under Article 59) shall be 4 years, save that this time limit shall not apply to the Principal, the Diocesan Bishop, the Incumbent(s), the Area Dean(s) [*delete as necessary*]. Subject to remaining eligible to be a particular type of Governor, any Governor may be re-appointed or re-elected.

## RESIGNATION AND REMOVAL

66. A Governor shall cease to hold office if he resigns his office by notice to the Academy Trust (but only if at least three Governors will remain in office when the notice of resignation is to take effect).
67. A Governor shall cease to hold office if he is removed by the person or persons who appointed him. This Article does not apply in respect of a Parent Governor.
68. Where a Governor resigns his office or is removed from office, the Governor or, where he is removed from office, those removing him, shall give written notice thereof to the Secretary.
- 68A. Where an Additional or Further Governor appointed pursuant to Articles 62, 62A or 63 ceases to hold office as a Governor for any reason, other than being removed by the Secretary of State, the Secretary of State shall be entitled to appoint an Additional or Further Governor in his place.

## DISQUALIFICATION OF GOVERNORS

69. No person shall be qualified to be a Governor unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be a Governor.
70. A Governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

71. A Governor shall cease to hold office if he is absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that his office be vacated.
72. A person shall be disqualified from holding or continuing to hold office as a Governor if—
- a) his estate has been 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.
73. A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
74. A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
75. A person shall be disqualified from holding or continuing to hold office as a Governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
76. A person shall be disqualified from holding or from continuing to hold office as a Governor at any time when he is:
- a) included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
  - b) disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
  - c) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006)
77. A person shall be disqualified from holding or continuing to hold office as a Governor if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
78. A person shall be disqualified from holding or continuing to hold office as a Governor where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
79. After the Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Governor if he has not provided to the chairman of the Governors a criminal

records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

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

81. Articles 69 to 80 and Articles 98-99 also apply to any member of any committee of the Governors who is not a Governor.

## SECRETARY TO THE GOVERNORS

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

## CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNORS

83. The Governors shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number. A Governor who is employed by the Academy Trust shall not be eligible for election as chairman or vice-chairman.

84. Subject to Article 85, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with Article 86.

85. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Secretary. The chairman or vice-chairman shall cease to hold office if—

- a) he ceases to be a Governor;
- b) he is employed by the Academy Trust;
- c) he is removed from office in accordance with these Articles; or
- d) in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.

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

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

88. Where in the circumstances referred to in Article 87 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Governors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Governor elected shall not be a person who is employed by the Academy Trust.
89. The Secretary shall act as chairman during that part of any meeting at which the chairman is elected.
90. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
91. The Governors may remove the chairman or vice-chairman from office in accordance with these Articles.
92. A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Governors shall not have effect unless—
- a) it is confirmed by a resolution passed at a second meeting of the Governors held not less than fourteen days after the first meeting; and
  - b) the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
93. Before the Governors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Governor or Governors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

## POWERS OF GOVERNORS

94. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Governors who may exercise all the powers of the Academy Trust. No alteration of the Articles and no such direction shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Governors by the Articles and a meeting of Governors at which a quorum is present may exercise all the powers exercisable by the Governors.
95. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Governors shall have the following powers, namely:
- a) to expend the funds of the Academy Trust in such manner as they shall consider most beneficial for the achievement of the Object and to invest in the name of the Academy



Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and

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

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

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

## CONFLICTS OF INTEREST

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

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

## THE MINUTES

100. The minutes of the proceedings of a meeting of the Governors shall be drawn up and entered into a book kept for the purpose by the person acting as Secretary for the purposes of the meeting; and shall be signed (subject to the approval of the Governors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:

a) all appointments of officers made by the Governors; and

b) all proceedings at meetings of the Academy Trust and of the Governors and of committees of Governors including the names of the Governors present at each such meeting.

## COMMITTEES

101. Subject to these Articles, the Governors may establish any committee. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined

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

## DELEGATION

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

103. Where any power or function of the Governors is exercised by any committee, any Governor, Principal or any other holder of an executive office, that person or committee shall report to the Governors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Governors immediately following the taking of the action or the making of the decision.

## PRINCIPAL AND STAFF

104. The Governors [after having consulted the Diocesan Director of Education and having made use of their powers under s124A of the School Standards and Framework Act 1998) shall appoint the Principal. For the avoidance of doubt the Governors shall be deemed to have consulted the Diocesan Director of Education and made use of their powers under s124A of the School Standards and Framework Act 1998 in relation to the Principal who is already in post on incorporation of the Academy Trust. The Governors may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Governors and for the direction of the teaching and curriculum at the Academy).

104A. In appointing staff, the governors will have regard to their powers under s124A of the School Standards and Framework Act 1998 and to their power to declare a Genuine Occupational Requirement for non-teaching appointments where they believe this to be justified.

## MEETINGS OF THE GOVERNORS

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

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

a) given by the Governors; or

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

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

108. Each Governor shall be given at least fourteen clear days before the date of a meeting –

a) notice in writing thereof, signed by the Secretary, and sent to each Governor at the address provided by each Governor from time to time; and

b) a copy of the agenda for the meeting;

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

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

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

111. A meeting of the Governors shall be terminated forthwith if—

(a) the Governors so resolve; or

(b) the number of Governors present ceases to constitute a quorum for a meeting of the Governors in accordance with Article 114, subject to Article 116.

112. Where in accordance with Article 111 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

113. Where the Governors resolve in accordance with Article 111 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Secretary to convene a meeting accordingly.

114. Subject to Article 116 the quorum for a meeting of the Governors, and any vote on any matter thereat, shall be any three Governors, or, where greater, any one third (rounded up to a whole number) of the total number of Governors holding office at the date of the meeting. If the Secretary of State has appointed Additional or Further Governors, then a majority of the quorum must be made up of Additional or Further Governors.

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

116. The quorum for the purposes of—

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

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

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

118. Subject to Article 114-116, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.

119. The proceedings of the Governors shall not be invalidated by

- a. any vacancy among their number; or

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

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

121. Subject to Article 122, the Governors shall ensure that a copy of:

- a. the agenda for every meeting of the Governors;
- b. the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
- c. the signed minutes of every such meeting; and
- d. any report, document or other paper considered at any such meeting,

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

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

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

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

- a. he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- b. the Governors have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

## PATRONS AND HONORARY OFFICERS

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

## THE SEAL

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

## ACCOUNTS

126. Accounts shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and Parts 15 and 16 of the Companies Act 2006 and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

## ANNUAL REPORT

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

## ANNUAL RETURN

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

## NOTICES

129. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Governors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.

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

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

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

133. Subject to the provisions of the Companies Act 2006 every Governor or other officer or auditor of the Academy Trust shall be indemnified out of the assets of the Academy Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Academy Trust.

## RULES

134. The Governors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Academy Trust, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- a. the setting aside of the whole or any part or parts of the Academy Trust's premises at any particular time or times or for any particular purpose or purposes;
- b. the procedure at meetings of the Governors and committees of the Governors in so far as such procedure is not regulated by the Articles; and

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

135. The Academy Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws but only with the consent of the Diocesan Board of Education. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

#### AVOIDING INFLUENCED COMPANY STATUS

136. Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in general meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis.

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

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

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

140. If at any time the number of Governors or Members who are also Local Authority Associated Persons would (but for Articles 136 to 139 inclusive) represent 20% or more of the total number of Governors or Members (as the case may be) then a sufficient number of the Governors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Governors or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Governors or Members (as the case may be) is never equal to or greater than 20% of the total number of Governors or Members (as the case may be). Governors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment date the most recently appointed resigning first.



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