

The Role of a Member in the Education Learning Trust

As a charitable company limited by guarantee, the Trust has Members who have a similar role to the shareholders in a company limited by shares. Most notably they:

- are signatories to the Articles of Association which includes definition of the Trusts' charitable object and governance structure (where they are founding Members);
- may, by special resolution, amend the Articles of Association, subject to any restrictions created by the Trust's funding agreement or charity law;
- may, by special resolution (which requires 75% rather than a simple majority of Members to agree) appoint new Members or remove existing Members other than, where there is one, the foundation/ sponsor body and any Members it has appointed;
- have power to appoint up to nine Trustees as set out in the Trust's Articles of Association, and have power under the Companies Act to remove any or all serving Trustees;
- may, by special resolution, issue direction to the Trustees to take a specific action;
- appoint the Trust's auditors and receive the Trust's annual audited accounts; and
- have power to change the name of the charitable company and ultimately, wind up the academy Trust.

Must meet at least once per year. Members may instruct the Trustees to convene a general meeting at any point, at which Trustees may speak but not vote.

There must be at least three Members, although the preference is for the Trust to have at least five Members, as this:

- provides for a more diverse range of perspectives to enable robust decision making and reduces the risks of concentrating power; and
- ensures Members can take decisions via special resolution without requiring unanimity.

Employees of the Trust cannot be appointed as Members.

Trustees who have the duty and responsibility in law to conduct the business of the Trust subject to company and charity law, the Articles of Association and any direction from the Members. Although they can choose to delegate certain powers, they cannot give up these duties to a third party – even to the Members. Members should therefore be 'eyes on and hands off', and avoid overstepping their powers or undermining the boards' discretion in exercising its responsibilities. In general, Members would not be expected to attend board meetings, sit on executive leaders' performance review panels, or even contribute to specific decisions in relation to the Trusts' business.

This document will be reviewed annually.