

Members

Terms of Reference

Purpose

Members are the guardians of governance of the Trust and ensure that the Trust meets its Charitable Objects, advancing education for the public benefit, as expressed in its Articles of Association.

Members ensure the effective governance of the Trust by the Board of Trustees by:

- Appointing the Trust's auditors and receiving the Trust's annual audited accounts.
- Holding an annual general meeting and any other general meetings
- Appointing, by Special Resolution (which requires 75% of Members to agree), new Members or removing existing Members.
- Amending by Special Resolution the Articles of Association, subject to any restriction created by the Trust's funding agreement or charities law.
- Appointing Trustees as set out in the Trust's Articles of Association and removing any or all serving Trustees.
- Issuing, by Special Resolution, direction to the Trustees to take specific action.
- Changing the name of the company and/or dissolving the Trust.

Membership

There will be a minimum of three Members at all times.

Members will seek to appoint five Members to serving at any given period of time.

Members shall be independent of the Board of Trustees and shall not be employed by the Trust.

Members' names, biographies, appointment, and attendance details are published separately. Members must declare all relevant pecuniary interests.

Term of Office

There is no fixed period of office defined within the Articles of Association. Upon appointment of a new Member, the existing Members will determine a period of office.

A Member may resign at any time, provided that the total number of Members remaining is at least 3.

Organisation

To meet at least once a year. A meeting of Members may be called by any Member. All Members, Trustees and the trust's auditors must be notified of any such meetings and may attend. Trustees may speak at meetings but not vote. Meetings will be convened in accordance with the agreed articles of association. Members may resign at any time unless after resignation the number of members is less than three.

Chairing

Members present shall choose one of their number as Chair of the meeting.

Quorum

2 Members.

Disqualification

Any employee of the trust.

Professional Advisers

To be decided by Members as required.

Version 1.4

(Reviewed 05 October 2022; Revised at Members AGM 14 December 2022; Endorsed by Governance Committee December 2022

Rebranded for TLP Sept 2023;

Revised and approved by Trustees June 2026)