



Academy Articles of Association

For use by mainstream, special, 16-19, alternative provision academies and free schools, and studio schools

June 2021

ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision academies and free schools, and studio schools

Introduction

Academy trusts must comply with the requirements set out in their articles of association as a condition of their funding agreements with the Secretary of State.

The model articles provide a framework for academy trusts to govern in transparent and reflect elements of charity and company law and departmental governance policy. We update the model articles of association from time to time to reflect developments in these areas; it is important for trusts to review their articles regularly and to keep them up-to-date.

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- [1z](#)].
- - [1ee](#)].
- [1ii](#)].
- those in electronic form. [1ij](#)].

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Meeting and a General Meeting. In previous versions of the mainstream model articles, only two Members were required to make up a quorum.

New wording to allow Members to participate formally in General Meetings held virtually [\[23A-23B\]](#).

Term of office for Trustees

New wording to give Members the option to shorten terms of office for Trustees they appoint and for Trustees to shorten terms of office for Co-Opted Trustees [\[64b\]](#).

Disqualification of Trustees

New provisions for the disqualification of Trustees should they refuse to consent to checks required by the Secretary of State or are found to be unsuitable to serve as a Trustee by the Secretary of State under the provisions of the Funding Agreement or the Education (Independent School Standards) Regulations 2014 [\[78A\]](#).

Governance Professional

Amended wording to clarify that the Trustees must appoint a Governance Professional [\[81\]](#).

Annual accounts

Amended wording to reflect changes in company law that replaces a requirement for an annual return with a requirement for a confirmation statement [\[129-131\]](#).

Participation at meetings of the Trustees

New wording to allow Trustees to participate formally in meetings held virtually [\[126-126A\]](#).

Rules

Amended wording to simplify the provisions for Trustees to make rules provided the rules do not conflict with the articles [\[137\]](#).

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[insert date of adoption]

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

[insert Academy Trust name]

COMPANY NUMBER: [number]

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THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
[]

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Interpretation

1. In these Articles:-

a.

mean any one of those schools or educational institutions);] **[Use this definition if you are a multi-academy trust and delete the following definition]**

in Article 4a and operated by the Academy Trust;] **[Use this definition if you are a single-academy trust and delete the preceding definition]**

b.

to 31st of August of the following year;

c.

Articles and referred to in Article 2, subject to the definition of this term at Article 6.9(a) in relation to articles 6.2-6.4 and 6.6-6.8A;

d.

means these Articles of Association of the Academy Trust;

e.

the Trustees, save that for the purposes of Articles 23 44 chair means the individual appointed as chair of a General Meeting pursuant to Article 25;

f.

Trustees as the Chief Executive Officer of the Academy Trust¹];] **[Only applicable to multi-academy trusts. If you are a single-academy trust**

]

g.

excluding the day when the notice is given or deemed to be given and the day on

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- h. -
- i. Act 2006;
- j. give investment advice under the Financial Services and Markets Act 2000;
- k. discharging the same function in respect of the [Academies]/[Academy] **[delete as applicable depending on whether you are a multi-academy trust or a single-academy trust];**
- l. and the Secretary of State, including funding arrangements, obligations and termination provisions;
- m.

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depending on whether you are a multi-academy trust or a single-academy trust];

cc.

means any one of those directors), subject to the definition of this term at Article 6.9(b) in relation to Articles 6.2-6.4 and 6.6-6.8A²;

dd.

ee. - -Chair of the Trustees;

ff. words importing the singular number shall include the plural number, and vice versa;

gg. 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;

hh.

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Academy Trust name and registered office

2. The company's name is **[insert name]**

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- 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 [Academies at locations to be determined by the Trustees]/[Academy] [**delete as applicable depending on whether you are a multi-academy trust or a single-academy trust**];
- i. to offer scholarships, exhibitions, prizes and awards to pupils [and students] and former pupils [and former students], and otherwise to encourage and assist the educational attainment of pupils [and students] and former pupils [and former students] [**delete bracketed wording if you are a single or multi-academy Trust which will not establish and maintain 16-19 provision**];
- j. to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- k. to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools, educational institutions and the voluntary sector to the education of pupils and students in academies;
- l. subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Academy Trust, to borrow and raise money for the furtherance of the Objects 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 Objects (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);

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- 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 Trustees;
 - ii. every transaction is reported promptly to the Trustees;
 - iii. the performance of the investments is reviewed regularly with the Trustees;
 - iv. the Trustees are entitled to cancel the delegation arrangement at any time;
 - v. the investment policy and the delegation arrangement are reviewed at least once a year;

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purpose of raising funds for the Academy Trust; and

- s. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

Use of income and property

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

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 Trustee³ 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 to 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 annum below the base lending rate of a UK clearing bank selected by the Trustees, or 0.5%, whichever is the higher.

6.2A. The Trustees may only rely upon the authority provided by Article 6.2 to allow a benefit to a Member if each of the following conditions is satisfied:

- a. the remuneration or other sums paid to the Member does not exceed an amount that is reasonable in all the circumstances;
- b. the Trustees are satisfied that it is in the interests of the Academy Trust to contract with that Member rather than with someone who is not a Member.

³ A Member who is also a Trustee is subject to the restrictions on trustee benefits in articles 6.3 6.9.

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In reaching that decision the Trustees must balance the advantage of

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behalf of the Academy Trust, but excluding expenses in connection with foreign travel.

6.6 No Trustee 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 [Chief Executive Officer]/[Principal] [**delete as applicable depending on whether you are a multi-academy trust or a single-academy trust and replicate throughout these Articles**] to the extent they are a Trustee whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8);
- d. or receive any other financial benefit from the Academy Trust;

unless:

- e. the payment is permitted by Article 6.7 and the Trustees follow the procedure and observe the conditions set out in Article 6.8; or
- f. the Trustees 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 Trustee 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 Trustee;
- 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 Trustees, or 0.5%, whichever is the higher; and
- d. receive rent for premises let by the Trustee to the Academy Trust if the amount of the rent and the other terms of the lease are reasonable and

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schools
proper.

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- f. a majority of the Trustees then in office have received no such payments or benefit.

6.8A The provision in Article 6.6(c) that no Trustee may be employed by or receive any remuneration from the Academy Trust (other than the [Chief Executive Officer]/[Principal] **[delete as applicable depending on whether you are a multi-academy trust or a single-academy trust]** to the extent they are a Trustee) does not apply to an employee of the Academy Trust who is subsequently elected or appointed as a Trustee save that this Article shall only allow such a Trustee to receive remuneration or benefit from the Academy Trust in their capacity as an employee of the Academy Trust and provided that the procedure as set out in Articles 6.8(b) and 6.8(c) is followed.

6.9 In Articles 6.2-6.4 and 6.6-6.8A:

- a. 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.

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- a. in the case of an individual, die or become legally incapacitated;
- b. in the case of a corporate entity, cease to exist and are not replaced by a successor institution;
- c. becomes insolvent or makes any arrangement or composition with their creditors generally; or
- d. ceases to themselves be a Member,

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

Disqualification and termination of membership

15. A Member shall cease to be a Member if:
- a. that Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering their own affairs;
 - b. that Member has been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced, or if they are the subject of a bankruptcy restrictions order or an interim order;
 - c. that Member is a corporate entity and:
 - i. ceases to exist;
 - ii. a resolution or order is made for the Member to be wound up or to enter into administration;
 - iii. enters into any arrangement or composition with its creditors; or
 - iv. becomes insolvent;
 - d. that Member has been convicted of a Serious Criminal Offence;
 - e. that Member has not provided to the Chair a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or

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Notice of General Meetings

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25. The Members present and entitled to vote at the meeting shall elect by ordinary resolution one of their number to be the chair and such election shall be binding on all Members and Trustees present at the meeting.
26. Not used.
27. A Trustee shall, notwithstanding that they are not a Member, be entitled to attend and speak at any General Meeting or Annual General Meeting.
28. The chair 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 time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded:
 - a. by the chair; or
 - b. by at least two Members having the right to vote at the meeting; or
 - c. by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
30. Unless a poll is duly demanded a declaration by the chair 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

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consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result

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then payable by them 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 chair whose decision shall be final and conclusive.

Voting by proxy

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 Trustees may approve):

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Resolution No. 1 *for * against

Resolution No. 2 *for * against.

- Strike out whichever is not desired.

Unless otherwise stated

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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 autho

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or more of the Academies at the time when they are elected or appointed. The elected (or, if the number of Parents standing for election is less than the number of vacancies, appointed) Parent Local Governors of the Local Governing Body must be a Parent of a registered pupil at one or more of the Academies overseen by the Local Governing Body at the time when they are elected or appointed.

54AA [In the case of 16-

Parent of a registered student at that 16-

Parent of a registered student at the 16-19 Academy is willing or able to act as a Parent

Child of
above compulsory school age but not above the age of 19.] **[Only applicable to 16-19 Academies. If you are a single-academy trust who does not operate a 16-19 -academy trusts should include this Article]**

54A. The number of Parent Trustees and Parent Local Governors required shall be made up by Parent Trustees and Parent Local Governors appointed by the Trustees if the number of Parents standing for election is less than the number of vacancies.

55. The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Trustees or Parent Local Governors, including term dates and any question of whether a person is a Parent of a registered pupil at one of the Academies. Any election of the Parent Trustees or Parent Local Governors which is contested shall be held by secret ballot. For the purposes of any election of Parent Local Governors, any Parent of a registered pupil at the Academies overseen by the Local Governing Body shall be eligible to vote.

56. In appointing a Parent Trustee or Parent Local Governor the Trustees shall appoint a person who is the Parent of a registered pupil at an Academy as described in Article[s] 54 [and 54AA]; or where the Trustees are exercising their power to appoint a Parent Trustee or Parent Local Governor and it is not reasonably practical to appoint a Parent as described in Article[s] 54 [and 54AA], then the Trustees may appoint a person who is the Parent of a child within the age range of at least one of the Academies or, in

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the case of an appointment to a Local Governing Body, the age range of at least one of the Academies overseen by that Local Governing Body.

[Version 2: Use these Articles if you are a single-academy trust. If you are a multi-academy trust, delete these Articles and use version 1 of these Articles instead]

53. Subject to Article 56A, the Parent Trustees shall be elected by Parents of registered [pupils]/[students] **[delete bracketed wording as applicable depending on whether the Academy you intend to establish and maintain is a 16-19 Academy. If you intend to establish and maintain a 16-
be used throughout this section]** at the Academy. A Parent Trustee must be a Parent of a registered [pupil]/[student] at the Academy at the time when they are elected.

54. The Board of Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of Parent Trustees, including term dates and any question of whether a person is a Parent of a registered [pupil]/[student] at the Academy. Any election of Parent Trustees which is contested shall be held by secret ballot.

55. The arrangements made for the election of a Parent Trustee shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having their ballot paper returned to the Academy Trust by a registered [pupil]/[student] at the Academy.

56. Where a vacancy for a Parent Trustee is required to be filled by election, the Board of Trustees 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]/[student] at the Academy is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

56A. The number of Parent Trustees required shall be made up by Parent Trustees

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practical to do so, a person who is the Parent of a child of [above] compulsory school age [but not above the age of 19] **[Include bracketed wording if you will establish and maintain a 16-19 Academy].**

[Chief Executive Officer]/[Principal] as Trustee

57.

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appointed or re-elected.

Resignation and removal

65. A Trustee may resign their office by notice to the Academy Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect).

66. A Trustee may be removed by the person or persons who appointed or elected them, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.

67. Either the Trustee resigning, or those removing the Trustee shall give written notice thereof to the Governance Professional.

Disqualification of Trustees

68. A Trustee must be aged 18 or over at the date of election or appointment. No

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- b. is found to be unsuitable to be a Trustee by the Secretary of State under the provisions of the Funding Agreement or the Education (Independent School Standards) Regulations 2014.

79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Trustee; and they are, or are proposed, to become such a Trustee, they shall upon becoming so disqualified give written notice of that fact to the Governance Professional.

Disqualification of those on committees including Local Governing Bodies

80. Articles 68 to 74, Articles 77 to 78, Article 79 and Articles 97 to 98 also apply to any member of any committee or delegate of the Trustees [including a Local Governing Body] **[delete if you are a single-academy trust]** who is not a Trustee.

Governance Professional to the Trustees

81. The Trustees must appoint a Governance Professional. The Governance Professional shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Governance Professional so appointed may be removed by them. The Governance Professional shall not be a Trustee, or [the Chief Executive Officer] [[a]/[the] Principal] **[Delete as applicable depending on whether you are a single-academy trust or a multi academy trust]**. Notwithstanding this Article, the Trustees may, where the Governance Professional fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Governance Professional for the purposes of that meeting. The Governance Professional may, but need not be, the appointed company secretary of the Academy Trust.

Chair and Vice-Chair of the Trustees

82. The Trustees shall each school year elect a Chair and a Vice-Chair from among

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successor has been elected in accordance with Article 85.

84. The Chair or Vice-Chair may at any time resign their office by giving notice in writing to the Governance Professional. The Chair or Vice-Chair shall cease to hold office if they:

- a. cease to be a Trustee;
- b. are employed by the Academy Trust;
- c. are removed from office in accordance with these Articles; or
- d. in the case of the Vice-Chair, they are elected in accordance with these Articles to fill a vacancy in the office of Chair.

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

86. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting.

87-89. Not used.

90. The Trustees may remove the Chair or Vice-Chair from office in accordance with these Articles.

91. A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Trustees shall not have effect unless:

- a. it is confirmed by a resolution passed at a second meeting of the Trustees held not less than fourteen days after the first meeting; and
- b. -
an item of business on the agenda for each of those meetings.

92. Before the Trustees resolve at the relevant meeting on whether to confirm the resolution to remove the Chair or Vice-Chair from office, the Trustee or Trustees

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proposing their removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair shall be given an opportunity to make a statement in response.

Powers of the Trustees

93. 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 Trustees 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 Trustees 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 Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

94. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees 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 Objects 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 Objects; and
- b. to enter into contracts on behalf of the Academy Trust.

95. In the exercise of their powers and functions, the Trustees may consider any advice given by the [Chief Executive Officer]/[Principal] **[delete as applicable depending on whether you are a multi-academy trust or a single-academy trust]** to the extent they are not a Trustee and any other executive officer.

96. Any bank account in which any money of the Academy Trust is deposited shall be operated by the Trustees 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 Trustees.

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Conflicts of interest

97. Any Trustee 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 their duties as a Trustee shall disclose that fact to the Trustees as soon as they become aware of it. A Trustee must be absent from any discussions of the Trustees in which it is possible that a conflict will arise between their 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).

98. For the purpose of Article 97, a Trustee has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Trustee as permitted by and as defined by Articles 6.5-6.8A.

The minutes

99. The minutes of the proceedings of a meeting of the Trustees shall be recorded and kept for the purpose by the person acting as Governance Professional for the purposes of the meeting; and shall be signed (subject to the approval of the Trustees) at the same or next subsequent meeting by the person acting as chair thereof.

Committees

100. Subject to these Articles, the Trustees:

a. [may appoint committees to be known as Local Governing Bodies for each Academy (and the same Local Governing Body may be appointed for more than one Academy); and] **[only applicable to multi-academy trusts. If you are a single-academy trust delete this definition and replace with]**

b. [may establish any other committee.] **[use this wording if you are a multi-academy trust]** [may establish any committee they determine necessary.] **[use this wording if you are a single-academy trust]**

101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Trustees. The establishment, terms of reference,

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constitution and membership of any committee of the Trustees shall be reviewed at least once in every twelve months. The membership of any committee of the Trustees may include persons who are not Trustees, provided that [(with the exception of the Local Governing Bodies)] **[delete bracketed wording if you are a single-academy trust]** a majority of members of any such committee shall be Trustees. [Except in the case of a Local Governing Body,] no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.

101A. [The Trustees shall ensure that any Local Governing Body shall include at least two Parent Local Governors]. **[Use this clause is you are a multi-academy trust,**
]

102. Not used.

103. Not used.

104. The functions, duties and proceedings of [the Local Governing Bodies or] committees shall be subject to regulations made by the Trustees from time to time. [Local Governing Bodies may also be established solely for the purpose of fulfilling an advisory function to the board of Trustees.] **[Delete bracketed wording if you are a single-academy trust]**

Delegation

105. The Trustees may delegate any of their powers or functions (including the power to sub-

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delegate those powers or functions (or any of them) to a further person. Where any power or function of the Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered by the Trustees.

106. Where any power or function of the Trustees has been exercised by any committee [(including any Local Governing Body)] **[delete if you are a single-academy trust]**, any Trustee, the [Chief Executive Officer]/[Principal] **[delete as applicable depending on whether you are a multi-academy trust or a single-academy trust]** any other holder of an executive office, or a person to whom a power or function has been sub-delegated under Article 105A, that person or committee shall report to the Trustees in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Trustees immediately following the taking of the action or the making of the decision.

Appointing and delegating to [Chief Executive Officer and] Principal[s]

107. The Trustees shall appoint [the Chief Executive Officer and] **[delete if you are a single-academy trust]** the Principal[s] of the [Academies]/[Academy] **[delete as applicable depending on whether you are a multi-academy trust or a single-academy trust]**. The Trustees may delegate such powers and functions as they consider are required by [the Chief Executive Officer and] **[delete if you are a single-academy trust]** the Principal[s] for the internal organisation, management and control of the [Academies]/[Academy] **[delete as applicable depending on whether you are a multi-academy trust or a single-academy trust]** (including the implementation of all policies approved by the Trustees and for the direction of the teaching and curriculum at the

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think fit.

109. The Trustees shall hold at least three meetings in every school year. Meetings of the Trustees shall be convened by the Governance Professional. In exercising the functions under this Article the Governance Professional shall comply with any direction:

- a. given by the Trustees; or
- b. given by the Chair, or in their absence, the Vice-Chair, so far as such direction is not inconsistent with any direction given as mentioned in (a).

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

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

- a. notice in writing thereof by the Governance Professional, and sent to each Trustee at the address provided by each Trustee from time to time; and
- b. a copy of the agenda for the meeting,

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114. A meeting of the Trustees shall be terminated forthwith if:

- a. the Trustees so resolve; or
- b. the number of Trustees present ceases to constitute a quorum for a meeting of the Trustees in accordance with Article 117, subject to Article 119.

115. Where in accordance with Article 114 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Governance Professional as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

116. Where the Trustees resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Trustees 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 Governance Professional to convene a meeting accordingly.

Quorum for Trustee meetings

117. Subject to Article 119, the quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

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single-academy trust] Academy to persons wishing to inspect them.

125.

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Trustee.

Accounts

129.

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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 them, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to them at that address, but otherwise no such Member shall be entitled to receive any notice from the Academy Trust.

134. 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.

135. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by The Chartered Governance Institute UK & Ireland shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

Indemnity

136. Subject to the provisions of the Companies Act 2006 and Article 6.3, every Trustee 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 them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which they are acquitted or in connection with any application in which relief is granted to them 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

137. The Trustees may 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 including, but not limited to, how they take decisions, including the procedure at meetings, and the means of recording and communicating such rules to Trustees and Members, insofar as such rules are not already regulated by the Articles.

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case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Trustees or Members (as the case may be) is never equal to or greater than 20% of the total number of Trustees or Members (as the case may be).

Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment or election date the most recently appointed or elected resigning first.

144. 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) 1989.

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THE COMPANIES ACT 2006

& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)

SCHEDULE 2

A COMPANY LIMITED BY GUARANTEE

Regulation 2(b)

MEMORANDUM OF ASSOCIATION OF

[insert name of company]

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:

[On Behalf Of:

]

Name

Signature:

[On Behalf Of:

]

Name:

Signature:

[On Behalf Of:

]

Dated

