

The Companies Act 2006

Private Company Limited by Guarantee

ARTICLES OF ASSOCIATION

CITY OF CAMBRIDGE EDUCATION FOUNDATION

As amended by Special Resolution on 28 January 2008, 17 June 2020
and 18 July 2022

Company Number: 4930419

Incorporated on 13 October 2003

Harrison Clark Rickerbys Limited
Elgin House
Billing Road
Northampton
NN1 5AU

Ref: SDC/CIT0030.0015

Preliminary

1. The Company's name is "City of Cambridge Education Foundation" (and in this document it is called "the Company").
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company is a private company limited by guarantee and not having a share capital. These regulations constitute the articles of the Company. The regulations contained in the Model Articles for Private Companies Limited by Guarantee set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2008/3229), shall not apply to the Company. The Memorandum shall no longer have effect as a governing document of the Company.

Interpretation

4. In these Articles:
 - 4.1 "Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
 - 4.2 'Address' means a postal address or, for the purposes of electronic communication, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Company;
 - 4.3 "Articles" means these articles of association of the Company;
 - 4.4 "CAP School" means any of Parkside Community College, Coleridge Community College, Trumpington Community College, Cambridge Academy for Science and Technology and Galfrid School;
 - 4.5 "Chair" means the chair of the Trustees;
 - 4.6 "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 for which it is given or on which it is to take effect;
 - 4.7 "Commission" means the Charity Commission for England and Wales (or its successor body);
 - 4.8 "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company;
 - 4.9 'Connected Person' means
 - 4.9.1 a child, parent, grandchild, grandparent, brother or sister of the director;
 - 4.9.2 the spouse or civil partner of the director or of any person falling within Article 4.9.1;
 - 4.9.3 a person carrying on business in partnership with the director or with any person falling within Articles 4.9.1 or 4.9.2;
 - 4.9.4 an institution which is controlled –

- (a) by the director or any Connected Person falling within Articles 4.9.1, 4.9.2 or 4.9.3; or
 - (b) by two or more persons falling within Article 4.9.4, when taken together
- 4.9.5 a body corporate in which –
 - (a) the director or any Connected Person falling within Articles 4.9.1, 4.9.2 or 4.9.3 has a substantial interest; or
 - (b) two or more persons falling within Article 4.9.5(a) who, when taken together, have a substantial interest.
- 4.9.6 Sections 350–352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article 4.9.
- 4.10 “Disqualifying Event” means any of the events listed in Article 59;
- 4.11 “Education Acts” means any acts of Parliament relating to the establishing or operation of foundation schools;
- 4.12 “Electronic Form” has the meaning given in section 1168 of the Companies Act 2006;
- 4.13 “Executive Principal” means the executive principal of the cluster of schools in Cambridge consisting of Parkside Community College, Coleridge Community College, Trumpington Community College, Cambridge Academy for Science and Technology and The Galfrid School (as modified from time to time);
- 4.14 “Foundation School Governing Body” means the governing body of any Foundation School;
- 4.15 “Foundation School” means any foundation school within the meaning of Section 21(1) Schools Standards and Framework Act 1998 for which the Company acts as a foundation;
- 4.16 “Members” means the members of the Company and “Membership” shall be construed accordingly;
- 4.17 “Memorandum” means the memorandum of association of the Company;
- 4.18 “Objects” means the objects set out at Article 7;
- 4.19 “Registered Office” means the registered office of the Company;
- 4.20 “Seal” means the common seal of the Company if it has one;
- 4.21 “School” means any CAP School or any Foundation School;
- 4.22 “School Member” means a person appointed as a Member in accordance with Article 24;

- 4.23 “Secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
- 4.24 “Trustees” means the directors of the Company (and “trustee” has a corresponding meaning);
- 4.25 “United Kingdom” means Great Britain and Northern Ireland;
- 4.26 “Vice Chair” means the vice chair of the Trustees; and
- 4.27 Words importing the masculine gender only shall include the feminine gender.
- 4.28 Subject as aforesaid, words and expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.
- 4.29 Reference in the Articles to “signed” includes signature in electronic form.

Liability of Members

5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company’s assets if it is 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 Company’s debts and liabilities contracted 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.

Objects

7. The Company’s objects are to advance the education of pupils or students attending any CAP School or any Foundation School and to promote education of the wider community within the City of Cambridge, both young people and adults, maintaining commitment at all times to:-
- 7.1 meeting the educational needs and aspirations of the pupils of the Schools;
- 7.2 addressing the educational needs and aspirations and promoting cohesion in the community resident within the City of Cambridge;
- 7.3 equality of access and opportunity for all;
- 7.4 excellence in teaching and learning; and
- 7.5 active collaboration with educational and other partners
8. In furtherance of the Objects but not otherwise the Company may exercise the following powers:
- 8.1 to operate bank accounts in the name of the Company;

- 8.2 to raise funds and to invite and receive contributions: provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- 8.3 to make grants or loans of money and to give guarantees;
- 8.4 to borrow money and to mortgage all or any part of the Company's property as security for repayment of the money borrowed (subject to such restrictions as may be imposed by law);
- 8.5 to establish subsidiary companies;
- 8.6 to acquire, take on lease, equip, alter, maintain, improve, construct and (subject to such consents as may be required by law) to charge let or otherwise dispose of property;
- 8.7 subject to Articles 15-17 to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 8.8 to establish or support any charitable trusts, associations or institutions which further the Objects;
- 8.9 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 8.10 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- 8.11 to offer scholarships, exhibitions, prizes and awards to pupils and students of the Schools, and otherwise to encourage and assist the educational attainment of pupils and students of the Schools;
- 8.12 to provide educational facilities and services to students of all ages and the wider community for the public benefit; and
- 8.13 to do all such other lawful things as are necessary or expedient for the achievement of the Objects.

Application of income and property

9. The income and property of the Company shall be applied solely towards the promotion of the Objects.
10. A Trustee is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company.
11. A Trustee may benefit from trustee indemnity insurance cover purchased at the Company's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
12. A Trustee shall be indemnified by the Company in the circumstances specified in Article 83.

13. A Trustee may not receive any other benefit or payment unless it is authorised by Articles 15-17.
14. Subject to Articles 15-17, none of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. This does not prevent a member who is not also a Trustee receiving:
 - 14.1 a benefit from the Company in the capacity of a beneficiary of the Company;
 - 14.2 reasonable and proper remuneration for any goods or services supplied to the Company.

Benefits and payments to Trustees and connected persons

15. General provisions:
 - 15.1 No Trustee or Connected Person may:
 - 15.1.1 buy any goods or services from the Company on terms preferential to those applicable to members of the public;
 - 15.1.2 sell goods, services, or any interest in land to the Company;
 - 15.1.3 be employed by, or receive any remuneration from, the Company;
 - 15.1.4 receive any other financial benefit from the Company;
- unless the payment is permitted by Articles 16-17, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this Article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

16. Scope and powers permitting Trustees' or Connected Persons' benefits
 - 16.1 A Trustee or Connected Person may receive a benefit from the Company in the capacity of a beneficiary of the Company provided that a majority of the Trustees do not benefit in this way.
 - 16.2 A Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Company where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
 - 16.3 Subject to Article 17 a Trustee or Connected Person may provide the Company with goods that are not supplied in connection with services provided to the Company by the Trustee or Connected Person.
 - 16.4 A Trustee or Connected Person may receive interest on money lent to the Company at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

- 16.5 A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Company. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 16.6 A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Company on the same terms as members of the public.
17. Payment for supply of goods only – controls
 - 17.1 The Company and its Trustees may only rely upon the authority provided by Article 16 if each of the following conditions is satisfied:
 - 17.1.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Company or its Trustees (as the case may be) and the Trustee or Connected Person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Company.
 - 17.1.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - 17.1.3 The other Trustees are satisfied that it is in the best interests of the Company to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or Connected Person against the disadvantages of doing so.
 - 17.1.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Company.
 - 17.1.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
 - 17.1.6 The reason for their decision is recorded by the Trustees in the minute book.
 - 17.1.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 16.
18. In Articles 16 and 17:
 - 18.1 'Company' includes any company in which the Company:
 - 18.1.1 holds more than 50% of the shares; or
 - 18.1.2 controls more than 50% of the voting rights attached to the shares; or

18.1.3 has the right to appoint one or more directors to the board of the company.

Members

19. The Members shall be:
 - 19.1 the Trustees; and
 - 19.2 the School Members.
20. The minimum number of Members shall be seven.
21. A Trustee shall become a Member on his/her appointment as a Trustee and shall cease to be a Member when he/she ceases to hold office as a Trustee.
22. The number of School Members shall be no more than ten.
23. Any person who is employed to work at a CAP School shall be eligible to be appointed as a School Member. A School Member shall cease to hold such office when he/she ceases to work at a CAP School.
24. Upon a vacancy for one or more School Members arising:
 - 24.1 the Secretary shall advertise the vacancy (or vacancies) at each of the CAP Schools and in any other way as he/she shall see fit;
 - 24.2 the advertisement shall include a date for response and contact details for a response;
 - 24.3 any person wishing to fill the vacancy (or vacancies) shall inform the Secretary by the date for response;
 - 24.4 if by the date of response, the Secretary has received responses from an eligible person or eligible persons in equal number to, or fewer number than, the number of vacancies, that person or those persons shall be deemed appointed as a School Member; and
 - 24.5 if by the date of response, the Secretary has received responses from eligible persons in larger number than the number of vacancies, the person or persons deemed to be appointed as a School Member shall be those whose names are drawn by lot by the Secretary in the presence of the Executive Principal (or equivalent) or his/her deputy.
25. The Trustees shall be entitled to terminate the Membership of any Member who has not attended, either in person or by proxy, a general meeting within any period of 24 months.
26. Unless the Trustees or the Company in general meeting shall make other provision under Article 85 or 86 respectively, the Trustees may in their absolute discretion permit any Member to retire, provided that after such retirement the number of Members is not less than seven.

Chair and Vice Chair

27. The Members shall in general meeting appoint the Chair and Vice Chair from the body of Trustees.

General meetings

28. The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
29. The Trustees may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not less than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting any Trustee or any Member of the Company may call a general meeting.

Notice of general meetings

30. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Trustee shall be called by at least fourteen Clear Days' notice. All other extraordinary 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:
 - 30.1 in the case of an annual general meeting, by all the Members entitled to attend and vote; and
 - 30.2 in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all the Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such

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

31. 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

32. No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a Member or a duly authorised representative of a Member organisation, shall constitute a quorum.

33. 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 trustees may determine.
34. The Chair or in his absence the Vice Chair shall preside as chairman of the meeting, but if neither the Chair nor Vice Chair is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present shall elect one of their number to be chairman.
35. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
36. General meetings may be held fully or partially by suitable electronic means (agreed by the Members no later than seven clear days in advance of the meeting) in which each participant may communicate with all the other participants. Any Member participating at a meeting by suitable electronic means so agreed by the Members in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
37. A resolution put to the vote of a 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 Act, a poll may be demanded:
 - 37.1 by the chairman; or
 - 37.2 by at least two Members having the right to vote at the meeting; or
 - 37.3 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.
38. 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 the resolution.
39. 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.
40. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be determined to be the resolution of the meeting at which the poll is demanded.

41. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
42. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
43. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

44. Subject to Article 40, every Member shall have one vote.
45. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
46. A vote given or poll demanded by the duly authorised representative of a Member organisation 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 Company at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded 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.

Written resolutions

47. A resolution in writing (which may in Electronic Form) agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members, as required by the Act or these Articles, who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - 47.1 a copy of the proposed resolution has been sent to every eligible Member;
 - 47.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
 - 47.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

48. A resolution in writing may comprise several copies (some or all of which may be in Electronic Form) to which one or more Members have signified their agreement.

Trustees

49. The number of Trustees shall not be fewer than five and (unless otherwise determined by ordinary resolution) shall not be more than eight.

Power of trustees

50. Subject to the provisions of the Act, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company. 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 in 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.

51. 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:

51.1 to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company 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

51.2 to enter into contracts on behalf of the Company.

Appointment and retirement of trustees

52. Subject to Article 56, the Trustees shall be appointed by the Members and:

52.1 their appointment shall take effect from the date of their appointment by the Members;

52.2 at every annual general meeting one-third of such Trustees, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but if there is only one Trustee who is subject to retirement by rotation, he shall retire;

52.3 subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

52.4 if the Company at the meeting at which a Trustee retires by rotation, does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not

to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.

53. No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless:

53.1 he is recommended by the Trustees; or

53.2 not less than fourteen nor more than thirty-five Clear Days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

54. No person may be appointed to act as a Trustee who:

54.1 is under the age of 18 years; or

54.2 in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 59.

55. Not less than seven nor more than twenty-eight Clear Days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of Trustees.

56. The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

57. Subject to these Articles, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees

58. A Trustee shall be disqualified from holding office or, as the case may be, shall cease to hold office upon the happening of any Disqualifying Event.

59. The Disqualifying Events in respect of a person are when he/she:

59.1 ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of sections 178 of the

- Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 59.2 ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
- 59.3 is subject to any of the following:
- 59.3.1 inclusion on either of the lists kept under section 2(1)(a) and (b) of the Safeguarding Vulnerable Groups Act 2006 (or any statutory re-enactment or modification of that provision);
 - 59.3.2 a prohibition order under section 141B(2) of the Education Act 2002 (or any statutory re-enactment or modification of that provision);
 - 59.3.3 disqualified from registration under Part 3 of the Childcare Act 2006 (or any statutory re-enactment or modification of that provision); or
 - 59.3.4 a direction under section 128 of the Education and Skills Act 2008 or under section 167A of the Education Act 2002 or any statutory re-enactment or modification of those provisions);
- 59.4 is or has been convicted and imprisoned for an offence in the following circumstances:
- 59.4.1 either during his trusteeship or within five years prior to the start of his trusteeship has been convicted of an offence and sentenced to not less than three months imprisonment;
 - 59.4.2 either during his trusteeship or within twenty years prior to the start of his trusteeship has been convicted of an offence and sentenced to not less than two and a half years imprisonment;
 - 59.4.3 at any time has been convicted of any offence and sentenced to not less than 5 years imprisonment;
- 59.5 in the reasonable opinion of the Trustees, should be removed from office in the best interest of the CIO, and the other Trustees resolve unanimously to this effect;
- 59.6 is paid to work at a School, except for the head teacher of such a school;
- 59.7 resigns his office by giving six month's notice in writing to the Company (but only if at least five trustees will remain in office when the notice of resignation is to take effect);
- 59.8 has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission (or successor entity) or by order of a competent 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; or

- 59.9 is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.
60. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Trustee; and he is, or is proposed, to become such a Trustee, he shall upon becoming so disqualified give written notice of that fact to the Chair.

Proceedings of Trustees

61. Subject to the provisions of these Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
62. The quorum for the transaction of the business of the Trustees shall not be less than three.
63. The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
64. The Chair or in his absence the Vice Chair shall preside as chairman of meetings of the Trustees, but if neither the Chair nor Vice Chair is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman
65. Meetings of the Trustees may be held fully or partially by suitable electronic means (agreed by the Trustees no later than seven clear days in advance of the meeting) in which each participant may communicate with all the other participants. Any Trustee participating at a meeting by suitable electronic means so agreed by the Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
66. The Trustees may appoint one or more sub-committees consisting of three or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees.
67. All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

68. A resolution in writing (including in Electronic Form), signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents (some or all of which may be in Electronic Form) , each signed by one or more of the Trustees.
69. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Trustees and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed or electronically authorised by at least two Trustees.

Foundation School Governing Body

70. The Trustees may appoint and remove up to 3 Trustees or other persons to serve as members of any Foundation School Governing Body as they wish. Any such appointment will be made subject to the provisions of the Education Acts and any rules of the relevant Foundation School (subject always to the absolute discretion of the Trustees as to such rules).
71. The persons appointed by the Trustees to serve as members of any Foundation School Governing Body may either be existing Trustees or third parties at the entire discretion of the Trustees.
72. Each Foundation School Governing Body is responsible for education matters for schools within the relevant Foundation School, subject always to the objects of the Company.

Secretary

73. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

Minutes

74. The Trustees shall keep minutes in books kept for the purpose:
 - 74.1 of all appointments of officers made by the Trustees; and
 - 74.2 of all proceedings at meetings of the Company and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

The Seal

75. The Seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

Accounts

76. Accounts shall be prepared in accordance with the provisions of Part 15 of the Act.

Annual Report

77. The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

Annual Return

78. The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

Means of Communication to be used

79. Any notice to be given to or by any person pursuant to the Articles:
- 79.1 must be in writing; or
 - 79.2 must be given in Electronic Form.
80. The Charity may give any notice to a Member either:
- 80.1 personally;
 - 80.2 by sending it by post in a prepaid envelope addressed to the Member at his or her Address;
 - 80.3 by giving it in Electronic Form to the Member's Address; or
 - 80.4 by placing the notice on a website and providing the person with a notification in writing or in Electronic Form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the date, place and time of the meeting.
81. A Member who does not register an Address with the Company shall not be entitled to receive any notice from the Charity.
82. A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purpose for which it was called.
- 82.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - 82.2 Proof that an Electronic Form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
 - 82.3 In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:

- 82.3.1 48 hours after the envelope containing it was posted; or
- 82.3.2 in the case of an Electronic Form of communication, 48 hours after it was sent.

Indemnity

- 83. Subject to the provisions of the Act every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his 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 or duty or breach of trust in relation to the affairs of the Company.

Dissolution

- 84. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members, but shall be given or transferred to some other company or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Articles 15-17, chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object.

Rules

- 85. The Trustees 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 Company and for the purposes of prescribing classes of and conditions of membership.
- 86. The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws made pursuant to Article 85 and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members all such rules or bye laws, which shall be binding on all Members. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeat anything contained in, the Articles.