

THE COMPANIES ACTS 1985 AND 1989
AND
THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

GRACE ACADEMY

(Adopted 23rd September 2017)

COMPANY NUMBER: 04967658



GRD/110133/0006
23rd August 2017

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1. The Company's name is GRACE ACADEMY (and in this document it is called "the Trust").
2. The Trust's registered office is to be situated in England and Wales.

OBJECTS

3. The Trust's objects ("the Objects") are restricted to the following:
 - (a) 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 schools ("the Academies") with a Christian ethos and in accordance with Christian principles offering a broad curriculum with a strong emphasis on, but in no way limited to one or a combination of the specialisms specified in the funding agreements entered into between the Trust and the Secretary of State for Education and Skills ("Secretary of State") or future funding agreements to be entered into between the Trust and the Secretary of State for Children, Schools and Families; and
 - (b) to promote for the benefit of the inhabitants of the areas surrounding the Academies the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and the object of improving the condition of life of the said inhabitants.

POWERS

4. In furtherance of the Objects but not further or otherwise the 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 Trust;

- b) to raise funds and to invite and receive contributions provided that in raising funds the Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- d) subject to article 5 below to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants: Provided that such staff shall not be Directors, save for any staff or teacher Directors elected or appointed in accordance with the Trust's Articles of Association;
- e) to establish or support, whether financially or otherwise, any charitable trusts (including without limitation charitable companies) associations or institutions formed for all or any of the Objects and in particular without limitation to provide funding for any other school established by the Grace Foundation or any other company established by the Grace Foundation or any other person whose object are as set out in article 3;
- f) to co-operate with other charities, other independent and maintained schools, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;
- g) to pay out of funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust;
- h) to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Directors and the Secretary of State;
- 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 in accordance with Christian principles 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 Academies' areas of curricular specialisation 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 and the voluntary sector to the education of pupils in Academies;
- l) subject to such consents as may be required by law to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Trust may think fit;

- m) to invest the moneys of the Trust not immediately required for the furtherance of its Objects in or upon such investments, securities or property as may be thought fit, to hold the same as investments and to sell, exchange, carry and dispose of the same, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- n) subject to the provisions of the Companies Act 1985 (as amended from time to time) to provide indemnity insurance to cover the liability of Directors 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 Trust: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors 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 Directors in their capacity as Directors;
- o) to establish subsidiary companies to assist or act as Agents for the Academies;
- p) to act as trustees or managers of any property, endowment, legacy, bequest or gift for charitable purposes only;
- q) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

BENEFITS OF DIRECTORS AND MEMBERS

- 5. a) The income and property of the Trust shall be applied solely towards the promotion of the Objects, and none of the income or property of the 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 Trust. This does not prevent a member who is not also a Director receiving reasonable and proper remuneration for any goods or services supplied to the Trust.
- b) i) A Director may at the discretion of the Board of Directors be reimbursed from the property of the Trust for reasonable expenses properly incurred by him or her when acting on behalf of the Trust, but excluding expenses in connection with foreign travel.
- ii) A Director may benefit from any indemnity insurance purchased at the Trust's expense to cover the liability of the directors 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 Trust: Provided that any such insurance shall not extend to any claim arising from any act or omission which directors knew to be a breach of trust or breach of duty or which was committed by the directors 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 directors in their capacity as directors of the Trust.

- c) No Director may:
- i) buy any goods or services from the Trust;
 - ii) sell goods, services, or any interest in land to the Trust;
 - iii) be employed by, or receive any remuneration from the Trust;
 - iv) receive any other financial benefit from the Trust;
- unless:
- 1) the payment is permitted by sub-clause d) of this article and the Directors follow the procedure and observe the conditions set out in sub-clause e) of this article; or
 - 2) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- d)
- i) A Director may receive a benefit from the Trust in the capacity of a beneficiary of the Trust.
 - ii) A Director may be employed by the Trust or enter into a contract for the supply of goods or services to the Trust, other than for acting as a Director.
 - iii) A Director may receive interest on money lent to the 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 Directors.
 - iv) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.
 - v) A Director may receive rent for premises let by the Director to the Trust if the amount of the rent and the other terms of the lease are reasonable and proper.
- e)
- i) The Trust and its Directors may only rely upon the authority provided by sub-clause 5 d) if each of the following conditions is satisfied:
 - 1) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the

circumstances.

- 2) The Director is absent from the part of any meeting at which there is discussion of:
 - his or her employment or remuneration, or any matter concerning the contract; or
 - his or her performance in the employment, or his or her performance of the contract; or
 - 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 sub-clause 5 d); or
 - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5 d).
 - 3) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
 - 4) The other Directors are satisfied that it is in the interests of the Trust to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against that disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).
 - 5) The reason for their decision is recorded by the Directors in the minute book.
 - 6) A majority of the Directors then in office have received no such payments.
- ii) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- 1) a partner;
 - 2) an employee;
 - 3) a consultant;
 - 4) a director; or
 - 5) a shareholder, unless the shares of the company are listed

on a recognised stock exchange and the Director holds less than 1% of the issued capital.

- f) In sub-clauses (b) – (e) of this article 5:
- i) “company” shall include any company in which the Trust:
 - 1) holds more than 50% of the shares; or
 - 2) controls more than 50% of the voting rights attached to the shares; or
 - 3) has the right to appoint one or more Directors to the Board of the company.
 - ii) “Director” shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner

LIMIT ON LIABILITY OF MEMBERS

6. The liability of the members of the Trust is limited.

WINDING UP OF THE TRUST

7. Every member of the Trust undertakes to contribute such amount as may be required (not exceeding £10) to the 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 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.
8. If the 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 Trust, but shall be given or transferred to the Principal Sponsor or to some other charity or charities having objects similar to the Objects (and in particular but without limitation whose object requires the activities of the charity to be undertaken in accordance with Christian principles) which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Trust by article 5 above, chosen by the members of the Trust at or before the time of dissolution and if that cannot be done then to some other charitable object.

ALTERATION OF THE ARTICLES

9. No alteration or addition shall be made to or in the provisions of the articles which would have the effect (a) that the Trust would cease to be a company to which section 30 of the Companies Act 1985 applies; or (b) that the Trust would cease to be a charity.

INTERPRETATION

10. In these Articles:-

“the Act”	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
“the Trust”	means the company intended to be regulated by these articles;
“the articles”	means these Articles of Association of the Trust;
“Associated Company”	means any other company which is for the time being and from time to time a subsidiary or associated undertaking of the Trust (as defined in the Act);
“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 of which it is given or on which it is to take effect;
“executed”	includes any mode of execution;
“office”	means the registered office of the Trust;
“the Directors”	means the directors of the Trust (and “Director” has a corresponding meaning);
“the Academies”	means all those Academies as referred to in article 3 and established by the Trust and “Academy” shall mean any one of them;
“appointed director”	means a sponsor or additional director appointed under these articles;
“the Board”	means the directors;
“head teachers”	means the head teachers of each of the Academies (and “head teacher” has a corresponding meaning);
“the LEAs”	means all the Local Education Authorities covering the areas in which the Academies operate (and “the LEA” shall mean any one of these LEAs);
“the Local Governing Bodies”	means the committees appointed pursuant to article 98 (and “Local Governing Body” has a corresponding meaning);
“Academy Directors”	means the Directors appointed pursuant to article 50;
“Member”	means a member of the Trust and someone who as such is bound by the undertaking contained in article 7;
“Principal Sponsor”	means Grace Foundation a registered charity number 1103021 to be appointed as a member in accordance with article 11;
“the relevant Funding Agreements”	means the funding agreements entered into by the Trust and the Secretary of State relating to each of the Academies
“the seal”	mean the common seal of the Trust if it has one;
“secretary”	means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary;
“Secretary of State”	means the Secretary of State for Education and Skills and/or the Secretary of State for Children, Schools and Families;

“sponsor directors”	means directors deemed to be such under article 47 or appointed by the Principal Sponsor under article 49;
“teacher”	means a teacher employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher;
“the United Kingdom”	means Great Britain and Northern Ireland.

Words importing the masculine gender only shall include the feminine gender, and vice versa. Words importing the singular number only shall include the plural number, and vice versa.

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

11. The Members of the Trust shall comprise:
 - a) the Principal Sponsor; and
 - b) up to five persons appointed by the Principal Sponsor;
 - c) one person appointed by the Secretary of State.

12. Each of the persons entitled to appoint Members in article 11 shall make any such appointment by written notice delivered to the Trust’s registered office and shall (subject to article 16) have the right from time to time by written notice delivered to the Trust’s registered office to remove any Member appointed by them and/or to appoint a Member to fill a vacancy in the number of Members capable of being appointed by them whether such vacancy results from such removal or otherwise.

13. If any of the persons entitled to appoint members in article 11:
 - 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; or
 - c) becomes bankrupt or makes any arrangement or composition with their creditors generally

their right to appoint members under these articles shall vest in the remaining members.

14. 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
 - c) a member becomes bankrupt or makes any arrangement or composition with that member’s creditors generally.

15. The Members may agree unanimously in writing to appoint such additional Members as they think fit and may unanimously in writing agree to remove any such additional Members.
16. Every person nominated to be a Member of the Trust shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
17. The other Members may in their absolute discretion permit any other Member to resign, provided that after such resignation the number of Members is not less than one. A Member's membership of the Trust shall cease immediately on the receipt by the Trust of a notice in writing signed by the person or persons entitled to remove him under articles 12 & 13 (provided that no such notice shall take effect when the number of Members is one unless it contains or is accompanied by the appointment of a replacement Member).

GENERAL MEETINGS

18. The 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 more than fifteen months shall elapse between the date of one Annual General Meeting of the Trust and that of the next. Provided that so long as the 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 Directors shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
19. The Directors 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 later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member may call a general meeting.

NOTICE OF GENERAL MEETINGS

20. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution appointing a person as a Director shall be called by at least twenty-one 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
 - a) in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
 - b) 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 95 per cent of the total voting rights at the meetings 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, to the Directors and auditors.

21. 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.

22. 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 duly authorised representative of a Member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
23. 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 Directors may determine.
24. The chairman, if any, of the Directors or in his absence the vice chairman shall preside as chairman of the meeting, but if neither the chairman nor the vice chairman (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the Sponsor Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be the chairman.
25. If no Director is willing to act as chairman, or if no Director 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.
26. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
27. 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 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 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.
28. 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 Act, a poll may be demanded:-

- a) by the chairman; 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.
29. 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.
30. 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.
31. 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. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
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 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 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.
35. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

VOTES OF MEMBERS

36. Subject to article 32, on the show of hands every Member present in person, and on a poll every Member present in person or by proxy, shall have one vote.
37. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
38. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Trust have been paid.
39. No objections 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.
40. An instrument appointing a proxy shall be in writing, executed 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 Directors may approve) -

"I/We,, of, being a member/members of the above named trust, hereby appoint of, or failing him, of as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust to be held on200[], and at any adjournment thereof.

Signed on 200[]"

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 Directors may approve)-

"I/We,, of, being a member/members of the above-named trust, hereby appoint of, or failing him of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Trust, to be held on 200[], 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 200[]”

42. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by a notary or in some other way approved by the Directors 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 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 Director;

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 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 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 Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member.

DIRECTORS

45. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

46. The Company shall have the following Directors:
- a) Sponsor Directors, up to two per Academy within the Trust, plus three;
 - b) Academy Directors, up to one per Academy within the Trust;
 - c) elected Parent Directors, up to one per each total of ten Sponsor and Academy Directors;
 - d) Additional Directors, up to a maximum equal to the total of all other Directors (Sponsor, Academy and Parent), plus one.
47. The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, and shall be deemed to be Sponsor Directors.
48. Future Directors shall be appointed under these articles.

APPOINTMENT OF SPONSOR DIRECTORS

49. The Principal Sponsor may by notice in writing to the Company delivered to the Office appoint up to two Sponsor Directors per Academy within the Trust, plus three.

ACADEMY DIRECTORS

50. The Chairman of each Academy Governing Body, for as long as he remains in office as such, shall be an Academy Director ex officio provided that the total number of Academy Directors shall not exceed one per Academy within the Trust.

PARENT DIRECTORS

51. The Parent Director(s) shall be elected by the Parent members of the Local Governing Bodies (who shall themselves have been elected or appointed in accordance with the terms of reference determined by the Directors from time to time) from amongst their number.
52. The elected Parent Director(s) must be a parent of a registered pupil at one of the Academies at the time when he is elected. The number of parent Directors required shall be made up by parent Directors appointed by the Board if the number of parents standing for election is less than the number of vacancies.
53. The Board shall make all necessary arrangements for, and determine all other matters relating to, an election of parent Directors, including any question of whether a person is a parent of a registered pupil at one of the Academies. Any election of parent Directors which is contested shall be held by secret ballot.
54. In appointing a parent Director the Board shall appoint a person who is the parent of a registered pupil at an Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

APPOINTMENT OF ADDITIONAL DIRECTORS

55. The Secretary of State may give a warning notice to the Company where—
- a) he is satisfied—
 - i) that the standards of performance of pupils at any of the Academies are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article 57, or
 - ii) that there has been a serious breakdown in the way any of the Academies are managed or governed which is prejudicing, or likely to prejudice, such standards of performance, or
 - iii) that the safety of pupils or staff of any of the Academies are threatened (whether by a breakdown of discipline or otherwise); and
 - b) the Secretary of State has previously informed the Company of the matters on which that conclusion is based; and
 - c) those matters have not been remedied to the Secretary of State's satisfaction within a reasonable period.
56. For the purposes of article 55 a 'warning notice' is a notice in writing to the Company delivered to the Office setting out—
- a) the matters referred to in Article 55(a);
 - b) the action which he requires the Company to take in order to remedy those matters; and
 - c) the period within which that action is to be taken by the Company ('the compliance period').
57. The Secretary of State may appoint such number of Additional Directors as he thinks fit if the Secretary of State has:
- a) given the Company a warning notice in accordance with article 55; and
 - b) the Company has failed to comply with the notice to the Secretary of State's satisfaction within the compliance period; and
 - c) the Secretary of State has given reasonable notice in writing to the Company that he proposes to exercise his powers under this article.

TERM OF OFFICE

58. The term of office for Directors (other than the Principal Sponsor) shall be four years, with the exception that the term of office for Parent Directors shall be one year. Subject to remaining eligible to be a Director and to articles 62 to 74 below, any Director may be re-appointed.

RESIGNATION AND REMOVAL

59. A Director shall cease to hold office if he resigns his office by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect).
60. A Director shall cease to hold office if he is removed by the person or persons who appointed him by such person giving notice in writing to the Company and delivered to the Office.
61. Where a Director resigns his office or is removed from office, the Director or, where he is removed from office, the person removing him shall give written notice thereof to the secretary.

DISQUALIFICATION OF DIRECTORS

62. No person shall be qualified to be a Director unless he is aged 18 or over at the date of his election or appointment. No pupil of any Academy shall be a Director.
63. A Director shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
64. A Director shall cease to hold office if he is absent without the permission of the Board from all their meetings held within a period of six months and the Directors resolve that his office be vacated.
65. A person shall be disqualified from holding or continuing to hold office as a Director if—
 - a) his estate has been sequestered 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.
66. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he is subject to a disqualification order 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).
67. A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Act 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).
68. A person shall be disqualified from holding or continuing to hold office as a Director if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners 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.

69. A person is disqualified from holding or from continuing to hold office as a Director at any time when he is disqualified from working with children under sections 28, 29 and 29a of the Criminal Justice and Court Services Act 2000.
70. A person shall be disqualified from holding or continuing to hold office as a Director, if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
71. A person shall be disqualified from holding or continuing to hold office as a Director 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.
72. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he refuses a request by the Secretary to the Board, following a referral from either the Chair of Governors or the Head Teacher, to make an application under section 113 of the Police Act 1997, as amended for a criminal records certificate. That application will be at an enhanced disclosure level. A referral by the Chair of Governors or the Head Teacher shall be made where the person is in their opinion giving cause for concern or where his duties involve regularly caring for, training, supervising, or being in sole charge of persons under 18. In the event that the certificate discloses any information which would in the opinion of either the Chair of Governors or the Head Teacher 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.
73. Where, by virtue of these articles a person becomes disqualified from holding, or continuing to hold office as a Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the secretary.
74. Articles 62 to 73 also apply to any member of any committee of the Directors who is not a Director.

ALTERNATE DIRECTORS

75. Any Sponsor Director (other than an alternate director) may, with the prior written consent of the Principal Sponsor, appoint any other Sponsor Director who is willing to act to be an alternate director and may remove from office an alternate director so appointed by him.
76. An alternate director shall be entitled to receive notice of all meetings of the Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. It shall not be necessary to give

notice of such a meeting to an alternate director who is absent from the United Kingdom.

77. An alternate director shall cease to be an alternate director if his appointor ceases to be a Director.
78. Any appointment or removal of an alternate director shall be by notice to the Company and delivered to the Office signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
79. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him. Nonetheless for the purposes of article 5 any interest of the appointer of an alternative director shall be treated as an interest of the alternate director.

SECRETARY TO THE BOARD

80. Subject to the provisions of the Act, the secretary shall be appointed by the Directors 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 Director or a head teacher. Notwithstanding this article, the Directors may, where the secretary fails to attend a meeting of theirs, appoint any one of their number to act as secretary for the purposes of that meeting.

CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS

81. In each school year, at the first meeting of the Directors in that year, the Directors shall appoint a chairman and a vice-chairman from among the Directors. A Director who is employed to work at any of the Academies or by the Trust shall not be eligible for election as chairman or vice-chairman.
82. The chairman or vice-chairman shall hold office as such until his successor has been appointed in accordance with article 81.
83. 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 Director;
 - b) he is employed to work at any of the Academies;
 - 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.
84. Where by reason of any of the matters referred to in article 17, a vacancy arises in the office of chairman or vice-chairman, the Directors shall at their next meeting elect one of their number to fill that vacancy.

85. 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 chairman for the purposes of the meeting.
86. Where in the circumstances referred to in article 85 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Directors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Director elected shall not be a person who is employed to work at any of the Academies or the Trust.
87. The secretary to the Directors shall act as chairman during that part of any meeting at which the chairman is appointed.
88. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
89. The Directors may remove the chairman or vice-chairman from office in accordance with this article:
- a) a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Board shall not have effect unless:
 - i) it is confirmed by a resolution passed at a second meeting of the Directors held not less than fourteen days after the first meeting ('the second meeting'); and
 - ii) 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.
 - b) before the Directors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Director or Directors 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 DIRECTORS

90. Subject to provisions of the Act, the articles and to any directions given by special resolution, the business of the Trust shall be managed by the Directors who may exercise all the powers of the Trust. No alteration of the articles and no such direction shall invalidate any prior act of the Directors 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 Directors by the articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
91. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Directors shall have the following powers, namely:

- a) to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the 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;
 - b) to enter into contracts on behalf of the Trust.
92. The Directors shall appoint a chief executive officer to whom the head teachers shall report.
93. The Directors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the Academies and shall consider any advice given by the head teachers either directly or via the chief executive officer and by the chief executive officer.
94. Any bank account in which any part of the assets of the Trust is deposited shall be operated by the Directors and shall indicate the name of the Trust. All cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the Directors in respect of their activities as Directors.

DIRECTORS' EXPENSES

95. The Directors may at the discretion of the Board be paid all reasonable and proper out of pocket travelling, hotel and other expenses, excluding foreign travel (unless specifically authorised by the Directors for the proper conduct of the operation of the Trust), properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
96. Except to the extent permitted by article 5 and subject to articles 123 to 125, no Director shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a Director in any contract to which the Trust is a party.

THE MINUTES

97. The minutes of the proceedings of a meeting of the Board 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 Board) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include:
- a) all appointments of officers made by the Directors; and
 - b) of all proceedings at meetings of the Trust and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

LOCAL GOVERNING BODIES

98. The Directors shall appoint separate committees to be known as the Local Governing Bodies for each of the Academies which shall comprise in the case of each Academy a maximum of 17 individuals to include:
- a) the head teacher of the Academy;
 - b) one parent of a pupil registered at the Academy ("Parent member");
 - c) one person appointed by the appropriate LEA; and
 - d) such other members as the Directors decide.
99. Each Local Governing Body shall have a chairman and a vice chairman. The first chairman and vice chairman of each Local Governing Body shall be appointed by the Directors and shall serve in such capacities until the third anniversary of the date on which the Academy to be served by that Local Governing Body shall have opened. Thereafter the chairman and vice chairman shall be elected in consultation with the Directors annually by the relevant Local Governing Body from amongst its members for a term of one year. The head teacher, member shall not be eligible to serve as chairman or vice chairman of a Local Governing Body. The parent member for each Local Governing Body shall be appointed by election in accordance with the process determined by the Directors.

DELEGATION

100. Subject to these articles the Directors may delegate any of their powers or functions to any committee. They may also delegate to the head teacher or any other holder of an executive office such of their powers or functions as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
101. Where any function of the Directors has been delegated to or is otherwise exercisable by a Director (including the chairman or vice-chairman), the head teacher, or a committee established by them; any member, head teacher or committee to whom a function of the Directors has been delegated or who has otherwise exercised a function of the Directors shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the Directors immediately following the taking of the action or the making of the decision.
102. The Directors may establish any committee, including the Local Governing Bodies, to exercise, subject to these articles, powers and functions of the Directors. The constitution, membership and proceedings of any committee of the Directors shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every four years. The membership of any committee of the Directors may include persons who are not Directors. The Directors may determine that some or all of the

members of a committee who are not Directors shall be entitled to vote in any proceedings of the committee.

HEAD TEACHER

103. The Directors shall appoint a head teacher for each of the Academies. Subject to these articles, each head teacher shall be responsible for the internal organisation, management and control of his or her respective Academy, the implementation of all policies approved of by the Directors and for the direction of the teaching and curriculum. For these purposes the Directors shall delegate those powers and functions required by the head teachers.

MEETINGS OF THE BOARD

104. Subject to these articles, the Directors may regulate their proceedings as they think fit.

105. The Directors shall hold at least one meeting in every school term. Meetings of the Board shall be convened by the secretary. In exercising his functions under this article the secretary shall comply with any direction:

- a) given by the Directors; or
- b) given by the chairman of the Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in article 97 (a).

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

107. Each Director 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 Director at the address provided by each Director 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 therefore are given within such shorter period as he directs.

108. 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 therefor.

109. A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Board unless the consideration of

the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

110. A meeting of the Board shall be terminated forthwith if:
 - a) the Directors so resolve; or
 - b) the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with article 105, subject to article 106.
111. Where in accordance with article 110 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.
112. Where the Directors resolve in accordance with article 110 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors 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.
113. Subject to article 115 the quorum for a meeting of the Directors shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting.
114. The Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a General Meeting.
115. The quorum for the purposes of any vote on the removal of the chairman of the Directors in accordance with article 89 shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors entitled to vote on that matter.
116. Subject to these articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote.
117. Subject to articles 113 to 115, where there is an equal division of votes the chairman or, as the case may be, the person who is acting as chairman for the purposes of the meeting, shall have a second or casting vote.
118. The proceedings of the Directors shall not be invalidated by:
 - a) any vacancy among their number, or
 - b) any defect in the election, appointment or nomination of any Director.
119. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be valid and effective as if it

had been passed at a meeting of Directors (or as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

120. Subject to article 113, the Directors shall ensure that a copy of:
- a) the agenda for every meeting of the Directors;
 - 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 every Academy to persons wishing to inspect them.
121. There may be excluded from any item required to be made available in pursuance of article 123, any material relating to:
- a) a named teacher or other person employed, or proposed to be employed, at any Academy;
 - b) a named pupil at, or candidate for admission to, any Academy; and
 - c) any matter which, by reason of its nature, the Directors are satisfied should remain confidential.
122. Any Director shall be able to participate in meetings of the Board 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;
 - b) the Board has access to the appropriate equipment
 - c) if after all reasonable effects 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
123. Any Director who has any duty or pecuniary interest (direct or indirect) which conflicts or may conflict with his duties as a Director shall disclose that fact to the Board as soon as he becomes aware of it, and shall absent himself from any discussion of that interest by the Board.
124. Without limitation to the generality of article 123, a Director shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Trust if:

- a) he is a director or a member holding more than 1/100th of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - b) he is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - c) he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration.
125. For the purposes of articles 123 and 124, an interest of a person who is, within the meaning of section 346 of the Act, connected with a Director shall be treated as an interest of the Director. This shall include:
- a) that Director's spouse, child or stepchild; or
 - b) a body corporate with which the Director is associated (i.e. if that Director and persons connected with him together are interested in shares comprising at least one fifth of the share capital of the company or are entitled to exercise more than one fifth of the voting power at any general meeting of that company); or
 - c) a person acting in his capacity as trustee of any trust the beneficiaries of which include:
 - i) the Director, his spouse or any children or stepchildren of his; or
 - ii) a body corporate with which he is associated; or
 - iii) a person acting in his capacity as a partner of that Director or of any person who, by virtue of paragraphs a), b) or c) above, is connected with that Director.

PATRONS AND HONORARY OFFICERS

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

THE SEAL

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

ACCOUNTS

128. Accounts shall be prepared in accordance to the provisions of Part VII of the Act.

ANNUAL REPORT

129. The Directors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

130. The Directors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

131. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
132. A notice may be given by the 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. A Member whose registered address is not within the United Kingdom and who gives to the Trust an address, within the United Kingdom at which notices may be given to him 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 Trust.
133. A Member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
134. Proof that an envelope containing a notice was properly addressed, prepaid and posted 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.

INDEMNITY

135. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer of the Trust may be indemnified out of the assets of the Trust against any liability incurred by him in defending any proceedings, whether civil or criminal, 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 Trust.
136. Subject to the provisions of the Act but without prejudice to any other indemnity to which a Director may be entitled, every Director or other officer of the Trust may be indemnified out of the Trust's assets against any liability incurred by him:

- a) in defending civil proceedings, brought by a person other than the Trust or an Associated Company, connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust; or
 - b) in defending civil proceedings, brought by the Trust or an Associated Company (unless judgment is given against him and the judgment is final), connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust; or
 - c) in defending criminal proceedings (unless he is convicted and the conviction is final) connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust; or
 - d) in connection with any application for relief from liability under the provisions for relief in the Act (unless the court refuses to grant him relief, and the refusal is final).
137. Subject to the full extent permitted by law, the Trust may provide a Director with funds to meet any liability incurred or to be incurred by him or do any other thing to enable a Director to avoid incurring such liability:
- a) in defending civil proceedings brought by a person other than the Trust or an Associated Company connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust; or
 - b) in defending civil proceedings brought by the Trust or an Associated Company (unless judgment is given against him and the judgment is final) connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust; or
 - c) in defending criminal proceedings connected with any liability of the Director for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust; or
 - d) in connection with any application for relief from liability under the provisions for relief in the Act
- provided that the Director shall repay any such funds or discharge any other liability to the Trust if:
- e) he is convicted (and the conviction is final) in any criminal proceedings; or
 - f) judgment is given against him (and the judgment is final) in any civil proceedings; or
 - g) the court refuses to grant him relief (and the refusal is final) in connection with any application for relief from liability under the provisions for relief in the Act.

138. For the purposes of articles 136 and 137, a judgment, conviction or refusal becomes final if:
- a) the period for bringing an appeal (or any further appeal) has ended; and
 - b) any appeal brought is determined, abandoned or otherwise ceases to have effect.

RULES

139. The Directors 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 Trust and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- a) the admission and classification of Members (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - b) the conduct of Members in relation to one another, and to the Trust's servants;
 - c) the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes;
 - d) the procedure at general meetings and meetings of the Directors and committees of the Directors and meetings of the governing body in so far as such procedure is not regulated by the articles;
 - e) generally, all such matters as are commonly the subject matter of company rules.
140. The Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Directors 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 repeal anything contained in, the articles.