

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED GUARANTEE
ARTICLES OF ASSOCIATION
OF

LEARN SHEFFIELD

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

“**Address**” means a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the trust;

“**AGM**” means an annual general meeting of the Company;

“**articles**” means the Company's articles of association;

“**Authorised representative**” means an individual who is authorised by a member organisation to act on its behalf at meetings of the Company and whose name is given to the Secretary;

“**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“**board**” means the board of directors of the Company;

“**chairman**” means the person appointed as chairman of the board pursuant to article 16;

“**chairman of the meeting**” has the meaning given in article 41;

“**chief executive**” means the person who is employed, under a contract of service, by the company to provide overall managerial leadership to the company;

“**Clear days**” in relation to the period of notice means a period excluding:

- The day when the notice is given or deemed to be given; and

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- The day for which it is given or on which it is deemed to take effect;

“Companies Acts” means the Companies Acts (as defined in section 2 of the “Companies Act 2006), in so far as they apply to the company;

“conflict” means a situation in which a director has or can have, a direct or indirect interest, that conflicts or possibly may conflict, with the interests of the Company;

“Council” means Sheffield City Council;

“Council director(s)” means the non-executive director(s) appointed by the Council pursuant to article 13.

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“Education Acts” means the Education Acts as defined in Section 578 of the Education Act 1996 and includes any regulations made under the Education Acts including for the avoidance of doubt the Regulations;

“educational establishment” means a school or college (including maintained schools, academies and further education institutions) having its own unique UKPRN reference number issued by the UK Register of Learning Providers;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“further education director” means a non-executive director appointed pursuant to article 14;

“Further Education Institution” means Member Schools who provide Further Education in accordance with Section 2 of the Education Act 1996;

“hard copy form” has the meaning given in section 1168 of the Companies Act 2006;

“Indemnity Insurance” means insurance against personal liability incurred by any director for an act or omission which is alleged to be a breach of company or breach of duty, but subject to any limitations specified in the Charities Act 2011;

“instrument” means a document in hard copy form;

“member” has the meaning given in section 112 of the Companies Act 2006;

“Member School” means any publically funded educational establishment in Sheffield whose application for membership of the Company is approved in accordance with article 33 which:

- (a) for the purposes of a maintained school means its governing body established pursuant to the School Standards & Framework Act 1998;
- (b) for the purposes of a further education institution its governing body established pursuant to s90(1) of the Further & Higher Education Act 1992; and
- (c) for the purposes of an academy means the academy trust company which has entered into academy arrangements with the Secretary of State for Education pursuant to s1 of the Academies Act 2010

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and for the avoidance of doubt where a maintained school is governed by a federated governing body or an academy is operated by a multi academy trust company a Member School will be each educational establishment whose application for membership has been approved by the members;

“**memorandum**” means the Company’s Memorandum of Association;

“**month**” means calendar month;

“**non-executive director**” means a director who is not employed under a contract of service by the Company;

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**paid**” means paid or credited as paid;

“**participate**”, in relation to a directors’ meeting, has the meaning given in article 17;

“**person**” means any person, corporate and unincorporated;

“**Primary Schools**” means the primary phase Member Schools holding Primary School class membership of the Company;

“**proxy notice**” has the meaning given in article 47;

“**the Regulations**” means the School Companies Regulations 2002;

“**school term days**” means those business days within the school term dates published by the Council;

“**School director**” means a non-executive director appointed by Secondary Primary or Special Schools pursuant to the procedure set out in article 14;

“**Secondary Schools**” means the secondary phase Member Schools holding Secondary School Class Membership of the Company;

“**Secretary**” means the administrative officer appointed either as the Company Secretary or to fulfil the functions of the Company Secretary;

“**Special Schools**” means those Member Schools who are special schools;

“**special resolution**” has the meaning given in section 283 of the Companies Act 2006;

“**subsidiary**” has the meaning given in section 1159 of the Companies Act 2006;

“**supervising authority**” means a local authority designated in accordance with the Regulations to supervise the Company; and

“**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

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2. The Company's name

The name of the Company is Learn Sheffield.

3. Registered Office

The registered office of the Company is to be in England and Wales.

4. Guarantee of Members

4.1 The liability of each member is limited to £10, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

5. Objects

5.1 The Objects of the Company are:

- (a) to advance education both at any Member School and more widely;
- (b) to fulfil the members' statutory and/or public duties in relation to the provision of education;
- (c) to provide welfare, health and social, personal, emotional and well-being services for children aged 0-19.

6. Powers

6.1 In pursuance of the object set out in article 5, the Company has the power to:

- (a) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
- (b) borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;
- (c) invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- (d) subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- (e) lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to

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secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;

(f) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;

(g) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same;

(h) enter into contracts to provide services to or on behalf of other bodies;

(i) provide and assist in the provision of money, materials or other help;

(j) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;

(k) to set aside funds for special purposes or as reserves against future expenses;

(l) to co-operate with charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(m) to establish or support, any charitable companies, associations or institutions formed for any of the purposes included in the objects;

(n) to acquire, merge with or to enter into any partnership or joint venture with any other company or charity

(n) incorporate subsidiary companies to carry on any trade; and

(o) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in article 5.

7. Income

7. The income and property of the Company shall be applied solely in promoting the object of the Company as set out in Article 5.

7.2 No dividends or bonus may be paid or capital otherwise returned to the members, provided that nothing in these Articles shall prevent any payment in good faith by the Company of:

(a) reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;

(b) any interest on money lent by any member or any director at a reasonable and proper rate;

(c) reasonable and proper rent for premises demised or let by any member or director; or

(d) reasonable out-of-pocket expenses properly incurred by any director.

8. Winding up

8.1 On the winding-up or dissolution of the Company, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the members but shall be transferred to

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another body (charitable or otherwise) with objects similar to those of the Company such body to be determined by the members at the time of winding up or dissolution.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

9. Directors

- (1) A director must be a natural person aged 18 years or older;
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 31.
- (3) The first directors shall be those persons notified to Companies House on formation as the first directors of the Company;
- (4) The first directors may co-opt up to two additional non-executive directors and up to two associate directors. The associate directors will not be eligible to vote at board meetings.
- (5) In co-opting additional directors or associate directors the first directors must take into consideration the skills and attributes necessary to provide additional expertise to enhance the board's effectiveness;
- (6) A director may not appoint an alternate director or anyone else to act on his or her behalf at meetings of the directors;
- (7) The minimum number of directors shall be five;
- (8) Every director must sign –
 - a. A declaration of willingness to act as a director of the Company;
 - b. A declaration confirming that they are not disqualified from acting as a director under – any provision of the Companies Act 2006 or is disqualified from acting as a trustee by virtue of s178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)

before they may vote at any meeting of the directors.

10. Directors' general authority

10.1 Subject to the articles, the board is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company.

10.2 No alteration of the articles or any special resolution shall have the retrospective effect to invalidate any prior act of the directors.

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10.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

11. Members' reserve power

11.1 The members may, by special resolution, direct the board to take, or refrain from taking, specified action including in particular any action to support or fulfil the objects of the Company which shall include but not be limited to:

- (a) approval of the Company's annual business plan;
- (b) any change as to the strategic direction for the Company and the services it provides to educational establishments;
- (c) the approval of any application for membership;
- (d) the adoption of any policies or procedures approved or commonly used by the members for any internal activity;
- (e) the recharging of costs to Member Schools; and
- (f) the making or the support for any making of any arrangements between educational establishments as contemplated in s26 of the Education Act 2002 and s166 of the Education and Inspections Act 2006.

11.2 No such special resolution invalidates anything which the board has done before the passing of the resolution.

12. The Board

12.1 The Company shall have a board comprising of the Chief Executive, and up to eight non-executive directors appointed in accordance with articles 13 and 14.

12.2 The board may from time to time at their sole discretion appoint up to two additional non-executive directors in which case the board shall comprise of up to ten non-executive directors and the Chief Executive.

12.3 At least one of the additional non-executive directors must not have been employed by or been a member of the governing body of any educational establishment based in Sheffield or of the Council in the immediately preceding two years prior to their appointment.

12.4 The board shall in appointing additional non-executive directors pursuant to article 12.2 take into consideration the skills and attributes necessary to provide additional expertise to enhance the board's effectiveness.

12.5 At least 40% of the directors of the Company at any one time must be non-executive directors.

12.6 Non-executive directors may receive subject to board agreement reasonable expenses for their duties in connection with the company as agreed annually by the board of directors.

13. Appointment of non-executive directors by the Council

13.1 The Council shall be entitled to appoint up to two non-executive directors of the Company.

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13.2 Appointment of non-executive directors by the Council pursuant to this Article 13 shall be effected by an instrument in writing confirming either:

- (i) the Council's approval of the appointment of a Councillor; or
- (ii) approval of the appointment of an officer of the Council by the Council's Executive Director of Children Young People and Families, in accordance with the Leader's Scheme of Delegation.

14. Appointment of non-executive directors by the Member Schools

14.1 The Member Schools shall be entitled to appoint non-executive directors to the board as follows;

- (a) Primary Schools shall be entitled to collectively appoint up to two non-executive directors;
- (b) Secondary Schools shall be entitled to collectively appoint up to two non-executive directors
- (c) Special Schools shall be entitled to collectively appoint one non-executive director.
- (d) Further Education Institutions shall be entitled to collectively appoint one non-executive director;

14.2 Appointment of directors by the Member Schools pursuant to this Article 14 shall be effected as follows:

(a) The Secretary shall give each relevant class of Member School notice, as appropriate, in writing, to nominate non-executive directors.

(b) Each relevant class of Member School shall by such notice be given the opportunity to nominate individual(s) for appointment as non-executive director(s).

(c) All nominations shall be sent to the Secretary within fifteen (15) school term days of receipt of the notice to nominate.

(d) The Secretary shall then procure that each relevant Member School shall within fifteen (15) school term days, be sent a ballot paper with the details of all nominated candidates in relation to the relevant class of membership.

(e) Each Member School in the relevant class of membership shall be entitled to one vote for each relevant director position.

(f) All ballot papers, whether electronically or in paper copy shall be returned to the Secretary within ten (10) school term days or such other period as specified in the ballot instructions.

(g) The candidate(s) with the highest number of votes in respect of the non-executive director position(s) relating to each of the classes of membership shall be appointed as non-executive directors of the Company.

15. Term of office of Non-Executive Directors

15.1 The first directors and any additional or associate directors co-opted by them shall all resign at the first annual general meeting of the Company;

15.2 Thereafter, the term of office for non-executive directors shall be three (3) years commencing from the date of appointment.

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16. Appointment of the Chairman

16.1 The board shall, by majority vote at a board meeting and subject to article 16.2, appoint a chairman of the board.

16.2 Where possible, the chairman shall be a non-executive director who holds office as an additional director pursuant to article 12.2 and who has not been appointed by virtue of articles 13 or 14;

16.3 The chairman must not have been employed by or been a member of the governing body of any educational establishment based in Sheffield or of the Council in the immediately preceding two years prior to their appointment. However, the first directors shall elect an interim chairman from amongst their number who shall serve in office until the appointment of an additional director.

16.4 The term of office for the chairman shall be one (1) year commencing from the date of appointment

17. Chief Executive's remuneration

17.1 The board shall appoint a remuneration committee, who shall all be non-executive directors;

17.2 The quorum for the remuneration committee shall be a minimum of three directors, including a Council Director.

17.3 The terms of service and remuneration of the Chief Executive shall be determined by the board upon the recommendation of the remuneration committee;

18. Directors' expenses

18.1 The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at-

(a) board and/or committee meetings; and

(b) general meetings, and

(c) separate meetings in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

19. Directors may delegate

19.1 Subject to the articles, the board may delegate any of the powers which are conferred on them under the articles-

(a) to such person or committee;

(b) by such means (including by power of attorney);

(c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions;

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as they think fit.

19.2 If the board so specifies, any such delegation may authorise further delegation of the boards powers by any person to whom they are delegated.

19.3 The board may revoke any delegation in whole or part, or alter its terms and conditions.

20. Committees

20.1 Committees of the board must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

20.2 The board may make rules of procedure for all or any committees, which do not prevail over rules derived from the articles if they are not consistent with them.

20.3 Any committee of the board having responsibility for employment or remuneration matters must include a Council Director.

DECISION-MAKING BY DIRECTORS

21. Directors to take decisions collectively

21.1 All decisions of the board must be a majority decision at a meeting or a decision taken in accordance with article 24.

21.2 At any meeting of the board the Council appointed directors shall not be entitled, whether individually or collectively, to exercise more than 20% of the total number of votes which are eligible to be cast by the directors.

22. Unanimous Decisions

22.1 A decision of the board is taken in accordance with this article when all eligible directors indicate that they share a common view on a matter.

22.2 Such a decision shall take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

22.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

22.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

23. Calling a board meeting

23.1 Any two directors or the Secretary may call a board meeting by giving not less than five (5) business days' notice and the board shall meet at least three (3) times a year.

23.2 Notice of any board meeting must indicate-

- (a) its proposed date and time;
- (b) where it is to take place; and

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(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

23.3 Notice of a board meeting must be given to each director, in writing.

24. Participation in board meetings

24.1 Subject to the articles, directors participate in a board meeting, or part of a board meeting, when-

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

24.2 In determining whether directors are participating in a board meeting, it is irrelevant where any director is or how they communicate with each other.

24.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

25. Quorum for board meetings

25.1 At a board meeting, unless a quorum is participating, no proposal is to be discussed or voted on, except a proposal to call another meeting.

25.2 The quorum for board meetings may be fixed from time to time by a decision of the directors, but it must never be less than five, and unless otherwise fixed it is five, including at least one Council Director and one School Director.

25.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to appoint further directors.

26. Chairing of board meetings

26.1 The chairman shall chair all board meetings.

26.2 The directors may terminate the chairman's appointment at any time.

26.3 If the chairman is not participating in a board meeting within fifteen (15) minutes of the time at which it is due to start, the participating directors shall appoint one of their number to chair it.

27. Casting vote

27.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

27.2 This article 27 does not apply if, in accordance with the articles, the chairman or other director chairing the meeting is not entitled to vote on the relevant proposal.

28. Conflicts of interest

28.1 If a director has an interest (whether pecuniary or non-pecuniary) in a matter to be discussed at a board or committee meeting, the director concerned must:-

(a) declare an interest at or before discussion begins on the matter;

(b) withdraw from the meeting for that item;

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(c) not be counted in the quorum for that part of the meeting; and

(d) withdraw during the vote and have no vote on the matter.

28.2 Subject to article 28.3, if a question arises at a board or committee meeting as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question shall immediately be referred to the chairman of the meeting whose ruling in relation to any director other than the chairman is to be final and conclusive.

28.3 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

28.4 Notwithstanding article 28.1, the company may enter into contracts in which a director has an interest, where:-

(a) the goods or services supplied to the company under the contract are required by the company; and

(b) the nature and level of consideration is no more than is reasonable in relation to the value of the goods or services.

28.5 For the purposes of article 28.4(above), a director has an interest in a contract if the following conditions and one of the conditions in article 28.6 is met:-

(a) the contract is for the supply of goods or services in return for a payment or other material benefit; and

(b) the contract is not for the supply of services within the scope of the ordinary duties of the director.

28.6 The conditions in this paragraph are that:-

(a) the director is a party to the contract;

(b) a firm of which the director is a partner is party to the contract; or

(c) a company or unincorporated association of which he is a member, is a party to the contract and where the company of which he is a member is limited by shares,;

29. Records of decisions to be kept

29.1. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

30. Directors' discretion to make further rules

30.1. Subject to the articles and any further direction by the members, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors including any decision about the recommendation or approval for membership where the criteria set out in the articles are met or in relation to any of the grounds on which the Council may refuse permission to a maintained school to become a Member School set out in the Regulations.

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31. Termination of Director's Appointment

31.1 A person shall cease to be a director of the Company where-

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (g) that person is no longer employed by or is a member of the governing body or board of directors of the Member School;
- (h) in the case of non-executive directors appointed by the Council, written notification is received by the Company from the Council, of an intention to terminate that person's appointment as non-executive director, or where the term of office of the director has expired;
- (i) in the case of non-executive directors appointed by the relevant class of Member Schools, written notification is received by the Company from the class of members which appointed the director, of an intention to terminate that person's appointment as non-executive director, or where the term of office of the director has expired;
- (j) are absent from three consecutive meetings of the directors and are asked by a majority of the other directors to resign;
- (k) in the case of the Chief Executive, upon termination of his employment with the Company;
- (l) The Company may, by ordinary resolution at a meeting, remove a director including an additional director before the expiration of his term of office.

32. Appointment of replacement following termination of director's appointment

32.1 In the event of termination of a director's appointment, a new director shall be appointed following the same procedure which was undertaken in appointing the director whose appointment has terminated.

PART 3

BECOMING AND CEASING TO BE A MEMBER

33. Applications for membership

- (1) The Subscribers to the memorandum are the first members of the Company.

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- (2) Subject to any restrictions imposed by the Education Acts including the Regulations, membership of the Company is only open to the following classes of members:
- a. the governing bodies or academy trusts of primary, junior or infant publicly funded schools or academies in Sheffield (the Primary Class);
 - b. the governing bodies or academy trusts of secondary, all-through or middle deemed secondary publicly funded schools or academies in Sheffield (the Secondary Class)
 - c. the governing bodies or academy trusts of publicly funded special schools in Sheffield (the Special Schools' Class);
 - d. the governing bodies or academy trusts of a publicly funded further education institutions in Sheffield (the Further Education Institution class);
 - e. Sheffield City Council;
- and who are approved by the members upon the recommendation of the directors.
- (3) No person shall become a member of the Company unless—
- (a) that person has completed an application for membership in a form approved by the directors, and
 - (b) the directors have recommended the application to the members; and
 - (c) the members have approved the application where express approval is required in accordance with any rules or directions adopted by the Company or required by the members.
- (4) The members may decline to accept any application for membership and need not give reasons for doing so.
- (5) The directors must maintain a register of members.
- (6) Membership is not transferable except to a successor body including either an academy trust which has assumed responsibility for the Member School which was previously a maintained school pursuant to an academy order made under s4 of the Academies Act 2010 or an academy trust to whom responsibility for the Member School has been transferred with the approval of the Secretary of State for Education.

34. Termination of membership

- (1) A member may withdraw from membership of the Company by giving 28 days' notice to the Company in writing.
- (2) Membership terminates when:
- a. that person dies or ceases to exist (subject to transfer to any successor body as indicated in article 33(6));
 - b. is removed from membership by special resolution of the members on the grounds that in their reasonable opinion the member's continued membership is harmful to the Company. The members may only pass such a resolution after notifying the member in writing and considering the matter in the light of

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any written representations which the member concerned puts forward within 14 clear days after receiving the notice.

VOTING AT GENERAL MEETINGS

35. Voting Rights

35.1 Each Member School shall be entitled to receive notice of and to attend all meetings of members, and at all such meetings shall be entitled to one vote each.

35.2 To avoid any doubt each Member School shall be entitled to one vote notwithstanding any member may be a member on behalf of a number of Member Schools and that the right to vote shall be exercised by any de facto governing body of that Member School.

35.3 The Council shall be entitled to receive notice of and to attend all meetings of members, and at all such meetings will be entitled to a block vote equivalent to 20% of the total number of votes which are eligible to be cast by Member Schools who are present and eligible to vote.

ORGANISATION OF GENERAL MEETINGS

36. Attendance and speaking at general meetings

- (1) Members are entitled to attend general meetings either personally or by an authorised representative whose appointment has been communicated in writing to the Secretary by the member.
- (2) A member is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (3) A person is able to exercise the right to vote at a general meeting when—
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 4) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 5) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 6) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

37. Frequency of Meetings

- (1) Except at first, the Company must hold an AGM in every year. The first AGM must be held within 18 months of the Company's incorporation.

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- (2) An AGM must be held in each subsequent year and not more than eighteen months may elapse between successive AGMs.
- (3) The directors may call a general meeting at any time.

38. Notice of General Meetings

- (1) The minimum periods of notice required to hold a general meeting of the Company are:
 - a. Twenty-one clear days for an AGM or a general meeting called for the passing of a special resolution;
 - b. Fourteen clear days for all other general meetings.
- (2) A general meeting may be called on shorter notice if it is agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM the notice must say so. The notice must also contain a statement setting out the rights of members to appoint a proxy under section 324 of the Companies Act and article 38
- (4) The notice must be given to all the members (including all Member Schools), to the auditors of the Company and to the Council as supervising authority.
- (5) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.
- (6) Any general meeting which is not an AGM is a GM.
- (7) A GM may be called at any time by the directors and must be called within 14 clear days on a written request from at least two members.

39. Business to be conducted at an AGM

39.1 At an AGM the members:

- (a) receive the accounts of the Company for the previous financial year;
- (b) receive the directors' report on the Company's activities since the previous AGM;
- (c) accept the retirement of those directors who wish to retire;
- (d) elect directors to fill the vacancies arising;
- (e) appoint auditors for the Company (if the Company's accounts are required to be audited); and

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(f) may discuss and determine any issues of policy or deal with any other business put before them by the directors.

40. Quorum for general meetings

41.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

41.2 The quorum for Company meetings must never be less than five or the nearest number to one-third of the total number of members, whichever is the greater, or such other number as may be decided by the members from time to time and at least three different Member Schools and the Council must be represented in the quorum;

41.3 The authorised representative of a member (or Member School) shall be counted in the quorum.

41.4 If:

- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;

then the directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

- (c) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person at that time shall constitute the quorum for that meeting.

41. Chairing General Meetings

- (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
 - (a) the directors present, or
 - (b) (if no directors are present), the meeting, must appoint a member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
 - (c) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

42. Attendance and speaking by directors and non-members

- (1) Directors may attend and speak at general meetings, whether or not they are members.

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(2) The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

43. Adjournment

- (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors , and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
 - (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING BY MEMBERS AT GENERAL MEETINGS

44A. Voting: General

- (1) Except where otherwise provided by the Companies Act or the Education Acts every issue is to be decided by a majority of votes cast. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have;
- (3) 44(2) above shall not apply if, in accordance with the articles, the chairman or other director is not to be counted in the decision-making process for quorum or voting purposes.

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44B. Voting: Specific

Any Member School's right to vote shall be suspended whilst the Member School's delegated budget has been suspended under s17 of the School Standards & Framework Act 1998 or the right to receive funding has been withdrawn or is threatened to be withdrawn under any academy arrangements (or the circumstances set out in s30 of the Regulations apply).

45. Errors and disputes

(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

46. Poll votes

(1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

- (a) the chairman of the meeting;
- (b) the directors ;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

47. Content of proxy notices

(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

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- (a) states the name and address of the member or Member School as the case may be appointing the proxy;
- (b) identifies the chairman as the person appointed to be that member's or Member School's as the case may be proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member or Member School as the case may be appointing the proxy, or is authenticated in such manner as the trustees may determine; and
- (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

48. Delivery of proxy notices

(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the trust by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the trust a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

49. Amendments to resolutions

(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

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- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

50. Appointment of Secretary

- (1) The board may appoint a company secretary on such terms as the board considers appropriate but if no company secretary is appointed the board shall appoint a Secretary to undertake the functions of the company secretary.
- (2) The company secretary may not be a director of the Company.

51. Means of communication to be used

- (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

52. Company seals

- (1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is—
 - (a) any director of the Company;
 - (b) the company secretary (if any); or

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(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

53. No right to inspect accounts and other records

(1) Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

(2) The supervisory authority has the statutory right to inspect the company's records or documents.

54. Provision for employees on cessation of business

(1). The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

55. Appointment of Company Auditor

(1) The board shall secure the Council's written agreement prior to making a recommendation at a general meeting for the appointment of an auditor for the Company, such agreement not to be unreasonably withheld.

56. Amendment of Company Articles

(1) The board shall secure the Council's written agreement prior to making a recommendation at a general meeting for an amendment of these Articles, such agreement not to be unreasonably withheld.

DIRECTORS' INDEMNITY AND INSURANCE

57. Indemnity

(1) Subject to paragraph (2), a relevant director of the Company or an associated company may be indemnified out of the company's assets against—

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of Company in relation to the Company or an associated company,

(b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a director of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that director as an officer of the Company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article—

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(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a “relevant director” means any director or former director of the Company or an associated company.

58. Insurance

(1) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a “relevant director” means any director or former director of the Company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

PART 6

SUPERVISING AUTHORITY

59. Designation of supervising authority

(1). The Company shall designate Sheffield City Council as its supervising authority in accordance with the regulations.

60. Supervising authority’s responsibilities

(1) The supervising authority has power under the Regulations to:

(a) inspect the Company’s accounts and records and accounts and to request the Company to provide information in order to judge financial and managerial competence

(b) issue such directions to the Company as it deems necessary to facilitate compliance with the Regulations.

(c) direct any Member School to which the Regulations apply to resign its involvement in the Company where:

(i) the Member School is placed into special measures by Ofsted;

(ii) Ofsted has identified that the Member School has serious weaknesses;

(iii) the supervising authority considers that the Member School is likely to become subject to Special Measures or Serious Weaknesses within the next year;

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- (iv) the Member School has a budget deficit; or
- (v) for failure to comply with a direction from the Supervising Authority

(2) Before issuing a direction requiring a Member School to either reduce its involvement in the Company or resign as a member in the Company, the supervising authority must issue a warning notice to the Member School at least 28 days before the direction stating its intention to issue a direction and its reasons for doing so. The governing body of the relevant School Member, or the Company, may then make representation as to why they believe this measure is inappropriate within 14 days of the warning notice being received.

(3) On receipt of a direction to reduce involvement a governing body of the Member School must;

- (a) give notice to the Company and its members that it has been so directed;
- (b) to ensure any school employees are not directly engaged in company business including as non-executive directors with 28 days of the direction; and
- (c) cease to make payments to the Company, except where these payments are for existing liabilities or for goods or services required by the Member School.

(4) Within seven days of receipt of a direction to resign from the Company the governing body of the relevant Member School must:

- (a) give 12 weeks' notice of their resignation to the Company;
- (b) ensure that its staff are withdrawn as soon as practicable from Company business; and
- (c) cease to make payments except in settlement of liabilities or as consideration for goods or services required by the Member School.

BORROWING

61. Permission required prior to borrowing

(1) The Company shall not borrow funds, whether secured or unsecured, without the permission of the supervising authority.

62. Suspension of delegated budget of a member school under the School Standards and Framework Act 1998

(1). Where the delegated budget of a maintained school whose governing body is a member of the company is suspended under section 17 of the School Standards and Framework Act 1998, that school's governing body must either:

- (a) reduce its involvement in the management of the company in accordance with Regulation 32 of the Regulations; or
- (b) resign as a member of the company.

PART 7

SALE OF THE WHOLE OR PART OF THE COMPANY'S UNDERTAKINGS.

63. Approval required prior to sale

(1). The sale of the whole or part of the Company's undertakings shall require the approval of members and the supervising authority at a general meeting by a special resolution in favour of the sale.

64. Restriction on persons to whom the Company's undertakings may be sold

(1) Only a proposal to sell or transfer the whole or part of the Company's undertakings to a person or persons set out in article 33 (above) or to another company limited by guarantee or charity with similar objects shall be considered by members.

65. Rules

- (1) In addition to article 30, the directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Company'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 in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Company in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company.
- (5) The rules or bye laws shall be binding on all members of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

66. Disputes

(1) If a dispute arises between members of the Company about the validity or propriety of anything done by the members of the Company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.