

Company No 6000347

Charity No 1118553

THE COMPANIES ACTS 1985 AND 1989

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
GDST ACADEMY TRUST**

Incorporated on 16 November 2006

(As amended by Special Resolution dated 12 November 2007)

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COMPANIES HOUSE

Company No. 6000347

Charity No 1118553

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

GDST ACADEMY TRUST

- 1 The Company's name is **GDST ACADEMY TRUST** (and in this document it is called '**the Trust**')
- 2 The Trust's registered office is to be situated in England and Wales
- 3 The Trust's objects ('**the Objects**') are to advance for the public benefit education in particular, but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing schools including but not limited to Academies offering a broad curriculum with a strong emphasis on, but in no way limited to either one, or a combination, of the specialisms specified in the Relevant Funding Agreements
- 4 In furtherance of the Objects, but not further or otherwise, the Trust may exercise the following powers
 - 4 1 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,
 - 4 2 to raise funds (but not by means of carrying on a trade or business on a continuing basis which is for the principal purpose of raising funds rather than for the purpose of actually carrying out the Objects, unless the income of the Trust from that trade or business is exempt from tax by reason of any legislation or concession from time to time in force) and to invite and receive contributions whether in cash or in kind,

- 4 3 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property,
- 4 4 subject to clause 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,
- 4 5 to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects,
- 4 6 to consult, advise, co-operate with or assist others (whether local or national authorities, educational institutions, voluntary organisations or other persons or bodies) in any ventures or initiatives or any other matters which promote, directly or indirectly, any or all of the Objects and to exchange information and advice with them,
- 4 7 to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the governors and the Secretary of State,
- 4 8 to carry out research including, without limitation, into the development and application of new techniques in education in particular in relation to any Academy's area of curricular specialism and to its 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,
- 4 9 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,
- 4 10 to deposit or invest the moneys of the Trust not immediately required for the furtherance of its Objects in any manner as may be thought fit (including but not limited to the establishment of trading or other subsidiaries of any kind), subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
- 4 11 to delegate the management of investments to an individual, company or firm who is an authorised person or exempted person within the meaning of the Financial Services and Markets Act 2000 (a '**Financial Expert**'), on such terms as the governors think fit,
- 4 12 to arrange for investments or other property of the Trust to be held in the name of a

nominee (being a corporate body registered or having an established place of business in the United Kingdom) and under the control of the governors or of a Financial Expert acting under their instructions and to pay any reasonable fee required,

- 4 13 to provide indemnity insurance to cover the liability of governors 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 governors knew to be a breach of trust or breach of duty or which was committed by the governors 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 governors in their capacity as governors,
- 4 14 to provide educational facilities and services to students of all ages and the wider community for the public benefit,
- 4 15 to establish subsidiary companies to further any of the Objects or to carry on any trade or business for the purpose of raising funds for the Trust,
- 4 16 to act as trustee of special purpose trusts within the Objects,
- 4 17 to set aside funds for special purposes or as reserves against future expenditure,
- 4 18 to pay out of funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust,
- 4 19 to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils,
- 4 20 to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects

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- 5 1 Subject to clause 6, the income and property of the Trust shall be applied solely towards the promotion of the Objects, and none of the income and 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

governor receiving reasonable and proper remuneration for any goods or service supplied to the Trust

- 5 2 A governor may at the discretion of the Trust be reimbursed from the property of the Trust for reasonable expenses properly incurred by him or her when acting on behalf of the Trust
- 5 3 A governor may benefit from any indemnity insurance purchased at the Trust's expenses to cover the liability of the governors 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 the governors knew to be a breach of trust or breach of duty or which was committed by the governors 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 the governors in their capacity as governors of the Trust
- 5 4 No governor may
- (a) buy any goods or services from the Trust,
 - (b) sell goods, services, or any interest in land to the Trust,
 - (c) be employed by, or receive any remuneration from the Trust,
 - (d) receive any other financial benefit from the Trust unless
 - (1) the payment is permitted by clauses 5 5 to 5 9 and the governors follow the procedure and observe the conditions set out in clause 5 10, or
 - (2) the governors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes
- 5 5 A governor may receive a benefit from the Trust in the capacity of a beneficiary of the Trust
- 5 6 A governor 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 governor

- 5 7 A governor 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 governors
- 5 8 A company of which a governor 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 governor holds no more than 1% of the issued capital of that company
- 5 9 A governor may receive rent for premises let by the governor to the Trust if the amount of the rent and the other terms are reasonable and proper
- 5 10 The Trust and the governors may only rely upon the authority provided by clauses 5 5 to 5 9 if each of the following conditions is satisfied
- (a) the remuneration or other sums paid to the governor do not exceed an amount that is reasonable in all the circumstances,
 - (b) the governor is absent from the part of any meeting at which there is a discussion of
 - (1) his or her employment or remuneration, or any matter concerning the contract, or
 - (2) his or her performance in the employment, or his or her performance of the contract, or
 - (3) any proposal to enter into any other contract or arrangement with him or her to confer any benefit upon him or her that would be permitted under clauses 5 5 to 5 9, or
 - (4) any other matter relating to a payment or the conferring of any benefit permitted under clauses 5 5 to 5 9,
 - (c) the governor does not vote on any such matter and is not to be counted when calculating whether a quorum of governors is present at the meeting,
 - (d) the other governors are satisfied that it is in the interests of the Trust to employ or to contract with that governor rather than with someone who is not a governor In

reaching that decision the governors must balance the advantage of employing a governor against the disadvantages of doing so (especially the loss of the governor's services as a result of dealing with the governor's conflict of interest),

- (e) the reason for their decision is recorded by the governors in the Trust's minute book,
- (f) a majority of the governors then in office have received no such payments

5 11 The employment or remuneration of a governor includes the engagement or remuneration of any firm or company in which the governor is

- (a) a partner,
- (b) an employee,
- (c) a consultant,
- (d) a governor,
- (e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the governor holds less than 1% of the issued capital

5 12 In this clause 5

- (a) '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
- (b) 'governor' or 'director' shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or director or any person living with the governor or director as his or her partner

6 Notwithstanding clause 5, the Trust may enter into a contract with the GDST or any of its trading subsidiaries at any time when a governor is a member or employee of the GDST or such trading subsidiary to supply goods or services in return for payment or other Material Benefit but only if

- (a) the goods or services are actually required by the Trust,
 - (b) the nature and level of remuneration is no more than is reasonable in relation to the value of the goods or services,
 - (c) the requirements of articles 103 to 106 are satisfied, if applicable
- 7 The liability of the members is limited
- 8 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
- 9 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 and there remains any property, it must be applied in one or more of the following ways
- (a) by transfer to one or more other bodies or persons established for exclusively charitable purposes within, the same as or similar to the Objects,
 - (b) directly for the Objects or for any charitable purpose or purposes within the Objects
- 10 No alteration or addition shall be made to or in the provisions of the memorandum or 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, (b) which is inconsistent with the provisions of Section 64 of the Charities Act 1993, or (c) that the Trust would cease to be a charity
- 11 Words and expressions defined in the articles of association of the Trust have the same meanings in this memorandum of association

WE, the person whose name and address are written below wish to be formed into a company under this memorandum of association

Signature, Name and Address of Subscriber

Signature Elizabeth Elias
Authorised representative of The Girls' Day School Trust

Name The Girls' Day School Trust

Address 100 Rochester Row
London
SW1P 1JP

in the presence of

Witness

Name Caroline Hoare
Address 100 Rochester Row
London
SW1P 1JP
Occupation Solicitor

Dated 15/11/2006

Company No 6000347

Charity No 1118553

**THE COMPANIES ACTS 1985 AND 1989
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

GDST ACADEMY TRUST

(As amended by Special Resolution dated 12 November 2007)

INTERPRETATION

1 In the memorandum and these articles

- | | |
|------------------------|---|
| 'the Academies' | means all those Academies operated by the Trust as referred to in clause 3 of the memorandum and established by the Trust and 'Academy' means any one of them, |
| 'the Act' | means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force, |
| 'the articles' | mean these articles of association of the Trust, |
| '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 on which it is received or on which it is to take effect, |
| 'executed' | includes any mode of execution, |

'GDST'	means the Girls' Day School Trust, a company incorporated in England and Wales with registered number 6400 and registered charity number 306983 whose registered office is at 100 Rochester Row, London SW1P 1JP,
'the governors' or 'governing body'	means the governors appointed or elected under these articles, being the directors of the Trust For the avoidance of doubt, the 'governors' from time to time are the trustees of the Trust,
'the LEAs'	means all the Local Education Authorities covering the areas in which the Academies operate (and 'the LEA' shall mean any one of the LEAs),
'the LGB governors'	means the governors appointed pursuant to article 43,
'the Local Governing Bodies'	means the committees appointed pursuant to article 77 (and Local Governing Body means any of these committees),
'Material Benefit'	means a benefit which may not be financial but which has a monetary value,
'member'	means a member of the Trust and someone who as such is bound by the undertaking contained in clause 8 of the memorandum,
'the memorandum'	means the memorandum of association of the Trust,
'the Objects'	means the exclusively charitable objects of the Trust set out in clause 3 of the memorandum,
'parent'	means a parent or carer with parental responsibility,
'principals'	means the principals of each of the Academies and 'principal' means any one of the principals,
'Principal Sponsor'	means GDST,
'the Relevant Funding Agreements'	means any funding agreement and or supplemental agreements entered into by the Trust and the Secretary of State relating to

the Academies,

'the seal'

means the common seal of the Trust if it has one,

'secretary'

means the secretary of the Trust or any other person appointed under article 63 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,

'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 Trust'

means the company intended to be regulated by these articles,

'the United Kingdom'

means Great Britain and Northern Ireland

Words importing the masculine gender only shall include the feminine gender 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

Any reference to **'person'** or **'persons'** includes natural persons, firms, partnerships, companies, corporations, associations, organisations, foundations and trusts (in each case whether or not having separate legal personality)

OBJECTS

- 2 The Trust is established for the Objects

MEMBERS

- 3 The member of the Trust upon incorporation of the Trust shall be GDST, the subscriber to the memorandum and articles
- 4 Following incorporation, additional persons shall be admitted to membership of the Trust such that the Trust's membership will comprise of the following
 - (a) GDST,

- (b) the holders of the offices of Chairman and Deputy Chairmen of GDST from time to time *ex officio*,
- (c) one person appointed by the Secretary of State,
- (d) any person appointed under article 7

5 Appointments made under article 4 shall be in writing to the secretary

6 Each of the persons entitled to appoint members in article 4 shall have the right from time to time by written notice delivered to the secretary to remove any member appointed by them and to appoint a replacement member to fill a vacancy whether resulting from such removal or otherwise

7 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

8 Every person nominated to be a member shall sign a written application to become a member which shall be delivered to the secretary

9 A member shall cease to be a member immediately upon written resignation or upon the receipt by the Trust of a notice in writing signed by the person entitled to remove him under articles 6 or 7 provided that such notice shall not take effect when the number of members is one unless it contains or is accompanied by the appointment of a replacement member

GENERAL MEETINGS

10 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 governors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings

11 The governors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall 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 governors to call a general meeting, any governor or any member of the Trust may call a general meeting

NOTICE OF GENERAL MEETINGS

- 12 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a governor 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
- 12.1 in the case of an annual general meeting, by all the members entitled to attend and vote, and
- 12.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meetings of all the members
- 13 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 in accordance with the Act be given to all the members, to the governors and auditors
- 14 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

- 15 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. If at any time there is more than one member, 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 their proxy or one tenth of the total number of such persons for the time being, whichever is greater, shall constitute a quorum
- 16 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 governors may determine

- 17 Any member entitled to attend and vote at a general meeting may participate by means of a telephone conference or other facility enabling all people participating at the meeting to hear each other and participation in a meeting in this manner is taken to be presence in person at the meeting
- 18 The chairman, if any, of the governors or in his absence some other governor nominated by the governors shall preside as chairman of the meeting, but if neither the chairman nor such other governor (if any) be present and willing to act within fifteen minutes after the time appointed for the holding of the meeting, the governors present shall elect one of their number to be chairman and, if there is only one governor present and willing to act, he shall be the chairman
- 19 If no governor is willing to act as chairman, or if no governor 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
- 20 A governor shall, notwithstanding that he may not be a member, be entitled to attend and speak at any general meeting
- 21 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
- 22 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
- 22 1 by the chairman, or
- 22 2 by at least two members having the right to vote at the meeting, or
- 22 3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- 23 Unless a poll is demanded a declaration by the chairman that a resolution has been carried or

lost on a show of hands, whether unanimously or by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution

- 24 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.
- 25 Except as provided in article 27, if a poll is demanded it may be taken in such manner as the chairman directs but the chairman has no authority in exercising this power to extend the poll to members who are not present at the meeting in question. The result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- 26 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.
- 27 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. 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.
- 28 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

- 29 Subject to article 26, on a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
- 30 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 governors of the authority of the person claiming to exercise the right to vote shall be deposited in such manner as the governors may from time to time determine and in default the right to vote shall not be exercisable.

- 31 No member shall be entitled to vote at any general meeting unless any moneys then payable by him to the Trust have been paid.
- 32 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.
- 33 An instrument appointing a proxy shall be in such form and be deposited in such manner as the governors may determine from time to time. A member may only appoint another member of the Trust as a proxy.
- 34 Any organisation which is a member of the Trust may by resolution of its 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 organisation which he represents as that organisation could exercise if it were an individual member of the Trust.

GOVERNORS APPOINTMENT AND ELECTION

- 35 The number of governors shall be not less than three excluding any additional governors appointed under article 46 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 36 The first governors of the Trust shall be the individuals named in the statement delivered to the registrar of companies pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under article 37 and shall be deemed to be Sponsor governors.
- 37 The following additional governors may be appointed such that the governing body will comprise (in aggregate) of the following

- (a) up to ten Sponsor governors appointed under article 39,
- (b) up to three LGB governors appointed under article 43,
- (c) any additional governors appointed under article 46

38 Each of the persons entitled to appoint governors in article 37 have the right from time to time by written notice delivered to the secretary to remove any governor appointed by them and to appoint a replacement governor to fill a vacancy whether resulting from such removal or otherwise

39 The Principal Sponsor may appoint up to ten Sponsor governors

40 Every person proposed to be appointed as a governor shall sign a declaration in such form to be determined by the governing body from time to time consenting to act as a governor

41 Every person proposed to be appointed shall be subject to such checks as the governing body may from time to time reasonably require

42 The governing body (other than any co-opted governors) may appoint up to eight co-opted governors as it shall from time to time determine

LGB GOVERNORS

43 The Chairman of each Local Governing Body, for as long as he or she remains in office as such, shall be a governor ex officio (referred to in these articles as an 'LGB governor') provided that such number shall not exceed three but may be removed from office as an LGB governor by the governors at any time. In the event that an LGB governor is so removed, the governors shall invite the Local Governing Body to nominate a substitute

APPOINTMENT OF ADDITIONAL GOVERNORS

44 The Secretary of State may give a warning notice to the governing body where

44 1 he is satisfied

- (a) 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 46, or
- (b) that there has been a serious breakdown in the way that any of the Academies

are managed or governed which is prejudicing, or likely to prejudice, such standards of performance, or

(c) that the safety of pupils or staff of any of the Academies is threatened (whether by a breakdown of discipline or otherwise), and

44 2 the Secretary of State has previously informed the governing body of the matters on which that conclusion is based, and

44 3 those matters have not been remedied to the Secretary of State's reasonable satisfaction within a reasonable period

45 For the purposes of article 44, a **'warning notice'** is a notice in writing by the Secretary of State setting out

45 1 the matters referred to in article 44 1,

45 2 the action which he requires the governing body to take in order to remedy those matters, and

45 3 the period within which that action is to be taken by the governing body (**'the compliance period'**)

46 The Secretary of State may appoint additional governors as he thinks fit if the Secretary of State has

46 1 given the governing body a warning notice in accordance with article 44, and

46 2 the governing body have failed to comply, or secure compliance, with the notice to the Secretary of State's satisfaction within the compliance period, and

46 3 the Secretary of State has given reasonable notice in writing to the governing body that he proposes to exercise his powers under this article

TERM OF OFFICE

47 Unless terminated earlier in accordance with these articles, the term of office for any governor shall (unless determined otherwise by the governing body) be four years. Subject to remaining eligible to be a governor any governor may be re-appointed or re-elected for one further consecutive periods of four years after which any governor shall not be reappointed or re-elected

unless and until one full year has elapsed

- 48 The governors may, in the interests of the Trust and upon reasonable grounds, waive the maximum term upon which a person may serve as a governor under article 47

RESIGNATION AND REMOVAL

- 49 A governor shall cease to hold office if he resigns his office by notice to the Trust (but only if at least three governors will remain in office when the notice of resignation is to take effect)
- 50 A governor shall cease to hold office if he is removed by the person or persons who appointed him
- 51 Where a governor resigns his office, the governor or, where he is removed from office, those removing him, shall give written notice thereof to the secretary

DISQUALIFICATION OF GOVERNORS

- 52 No person shall be qualified to be a governor unless he is aged 18 or over at the date of his election or appointment No current pupil of any of the Academies shall be a governor
- 53 A governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs
- 54 A governor shall cease to hold office if he is absent without the permission of the governing body from all their meetings held within a period of six months and the governors resolve that his office be vacated
- 55 A person shall be disqualified from holding or continuing to hold office as a governor if
- 55 1 he has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged and the bankruptcy order has not been annulled or rescinded,
- 55 2 he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it,
- 55 3 he is subject to a disqualification order or a disqualification undertaking 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),

- 55 4 he ceases to be a governor by virtue of any provision of the Act,
- 55 5 he is disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993,
- 55 6 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,
- 55 7 he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002,
- 55 8 he is disqualified from working with children under sections 28 and 29 of the Criminal Justice and Court Services Act 2000,
- 55 9 he has, at any time, been convicted of any criminal offence, excluding any offence for which the maximum sentence is a fine or a lesser sentence or any offence that has been spent under the Rehabilitation of Offenders Act 1974 as amended,
- 55 10 he refuses a request by the secretary of the governing body, following a referral from either the chairman of governors or the principal, to make an application under section 113A of the Police Act 1997, as amended for a criminal records certificate That application shall be at an enhanced level In the event that the certificate discloses any information which would in the opinion of either the chairman of governors or the principal disqualify or prevent a person serving as a governor that person should 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,
- 55 11 being an LGB governor, he ceases to be chairman of the relevant Local Governing Body
- 56 Where, by virtue of these articles a person becomes disqualified from holding, or continuing to hold office as a governor, and he is, or is proposed, to become such a governor, he shall upon becoming so disqualified give written notice of that fact to the secretary
- 57 Article 55 also applies to any member of any committee of the governors who is not a governor

ALTERNATE LGB GOVERNORS

- 58 Subject to article 59, LGB governors only shall have the power at any time to appoint as an alternate LGB governor either (i) the vice-chairman of the respective Local Governing Body or (ii) any other person approved by the respective Local Governing Body in consultation with the LGB governors and, at any time, to terminate such appointment in consultation with the LGB governors. Every appointment and removal of an alternate LGB governor shall be in writing signed by the appointor and (subject to any approval required) shall (unless the LGB governors agree otherwise) only take effect upon receipt by the LGB of such written appointment or removal. An LGB governor appointing an alternate shall remain liable for the actions of his alternate when acting (or purporting to act) as such alternate. An alternate LGB governor shall not be counted in reckoning the maximum and minimum number of LGB governors allowed or required by these articles.
- 59 An LGB governor who is appointed as chairman or vice-chairman of the LGB governors under article 64 shall not be entitled to appoint an alternate LGB governor.
- 60 An alternate LGB governor shall (subject to his giving to the Trust an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the LGB governors and of any sub-committee of the LGB governors of which his appointor is a member and to attend and vote as an LGB governor at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as LGB governor of his appointor.
- 61 The appointment of an alternate LGB governor shall automatically determine on the happening of any event which if he were an LGB governor would cause him to vacate such office or if his appointor shall cease for any reason to be an LGB governor otherwise than by retiring and being re-appointed at the same meeting.
- 62 A governor, LGB governor or any other person may act as an alternate LGB governor to represent more than one LGB governor and an alternate LGB governor shall be entitled at meetings of the LGB governors or any committee of the LGB governors to one vote for every LGB governor whom he represents in addition to his own vote (if any) as an LGB governor, but shall count as only one for the purpose of determining whether a quorum be present.

SECRETARY TO THE GOVERNING BODY

- 63 Subject to the provisions of the Act, the secretary shall be appointed by the governors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so

appointed may be re-appointed by them. The secretary shall not be a governor or principal. Notwithstanding this article, the governing body 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 GOVERNING BODY

64 The Sponsor governors shall each school year, as soon as is reasonably practicable in that year, elect (or re-elect as the case may be) a chairman and a vice-chairman of the governing body from among their number. A governor who is employed to work at any of the Academies shall not be eligible for election as chairman or vice-chairman.

65 The chairman or vice-chairman shall hold office as such until his successor has been appointed in accordance with article 64.

66 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

66 1 he ceases to be a governor,

66 2 he is employed to work at any of the Academies,

66 3 he is removed from office in accordance with these articles, or

66 4 in the case of the vice-chairman, he is elected in accordance with these articles to fill a vacancy in the office of chairman.

67 Where by reason of any of the matters referred to in article 66, a vacancy arises in the office of chairman or vice-chairman, the Sponsor governors shall at their next meeting appoint a governor to fill that vacancy.

68 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.

69 Where, in the circumstances referred to in article 68, the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Sponsor governors shall elect a governor to act as a chairman for the purposes of that meeting, provided that the governor elected shall not be a person who is employed to work at any of the Academies.

70 The secretary shall act as chairman during that part of any meeting at which the chairman is

elected, but for these purposes article 26 shall not apply

71 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot

72 The Sponsor governors may remove the chairman or vice-chairman from office in accordance with this article

72 1 a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the governors shall not have effect unless

(a) it is confirmed by a resolution passed at a second meeting of the governors held not less than fourteen days after the first meeting, and

(b) 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

72 2 before the Sponsor governors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Sponsor governor or Sponsor governors 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 GOVERNORS

73 Subject to the provisions of the Act, the memorandum and the articles, and to any directions given by resolution of the members, the business of the Trust shall be managed by the governors who may exercise all the powers of the Trust. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the governors 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 governors by the articles and a meeting of governors at which a quorum is present may exercise all the powers exercisable by the governors

74 The governors shall exercise their powers and functions with a view to fulfilling a largely strategic role in the running of the Trust and shall consider any representations made by the principal. In addition to all powers conferred upon them by these articles, and without detracting from the generality of such powers, the governors shall have the following powers, namely

74 1 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 re-investment of any such investments and to expend the proceeds of any such sale in furtherance of the Objects,

74 2 to enter into contracts on behalf of the Trust

GOVERNORS' EXPENSES

75 Except to the extent permitted by clauses 5 and 6 of the memorandum and subject to articles 103 to 106 inclusive, no governor shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a governor in any contract to which the Trust is a party

MINUTES

76 The minutes of the proceedings of a meeting of the governing body (and any committee of the governors) 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 governing body) at the same or next subsequent meeting by the person acting as chairman of that meeting The minutes shall include

76 1 all appointments of officers made by the governors, and

76 2 all proceedings at meetings of the Trust and of the governors and of committees of governors including the names of the governors present at each such meeting

LOCAL GOVERNING BODIES

77 The governors 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 the following individuals

77 1 the principal,

77 2 one elected parent member,

77 3 one elected non-teaching staff member,

77 4 one elected teacher member,

77 5 one person appointed by the appropriate LEA, and

77 6 other such members as the governors decide

78 Each Local Governing Body shall have a chairman and vice-chairman. The first chairman and vice-chairman of each Local Governing Body shall be appointed by the governors and shall serve in such capacities until the second anniversary of the date on which the Academy to be served by that Local Governing Body shall have been opened. Thereafter the chairman and vice-chairman shall be elected in consultation with the governors annually by the relevant Local Governing Body from amongst its members for a term of one year. The principal, the teacher member and the non-teaching staff member shall not be eligible to serve as chairman or vice-chairman of a Local Governing Body. The chairman of the Local Governing Body will, subject to the limit on the number of LGB governors contained in article 43, be an LGB governor *ex officio* under article 43.

DELEGATION

79 Subject to these articles, the governors may delegate any of their powers or functions to any committee including Local Governing Bodies. They may also delegate to principals or any other holders 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 governors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

80 Where any function of the governors has been delegated to or is otherwise exercisable by a governor (including the chairman or vice-chairman), the principals, or a committee established by them, including Local Governing Bodies, any member, principal or committee to whom a function of the governors has been delegated or who has otherwise exercised a function of the governors shall report to the governors in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the governors immediately following the taking of the action or the making of the decision.

81 The governors may establish any committee, including the Local Governing Bodies, to exercise, subject to these articles, powers and functions of the governors. The constitution, membership, powers (including power to delegate further) and proceedings of any committee of the governors shall be determined by the governors. The establishment, terms of reference, constitution and membership of any committee of the governors shall be reviewed at least once in every twelve months. The membership of any committee of the governors may include persons who are not governors, provided that at least one member of any such committee is a governor. The

governors may determine that some or all of the members of a committee who are not governors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the governors unless at least one member of the committee present is a governor.

PRINCIPAL

82 Subject to article 83, the governors shall appoint the principal for each of the Academies. Subject to these articles, each principal shall be responsible for the internal organisation, management and control of his respective Academy, the implementation of all policies approved by the governors and for the direction of the teaching and curriculum. For these purposes, the governors shall delegate those powers and functions required by the principal.

83 Before appointing the first principal of any Academy pursuant to article 82 but not any subsequent principal, unless that subsequent principal is appointed prior to the opening date of the Academy, the governors shall consult the member appointed by the Secretary of State about any person whom the Trust is considering appointing as principal and shall take into account any views which they may express in that regard. For this purpose, such member shall be given due notice of any meeting of the governing body at which this appointment is an item on the agenda, in accordance with the notice provisions applying to governors herein and shall be entitled to attend and speak at such meeting.

MEETINGS OF THE GOVERNORS

84 Subject to these articles, the governors may regulate their proceedings as they think fit.

85 The governing body shall hold at least one meeting in every school term. Meetings of the governing body shall be convened by the secretary. In exercising his functions under this article, the secretary shall comply with any direction

85.1 given by the governing body, or

85.2 given by the chairman of the governing body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the governing body, so far as such direction is not inconsistent with any direction given as mentioned in article 85.1.

86 Any three governors may, by notice in writing given to the secretary, requisition a meeting of the governing body, and it shall be the duty of the secretary to convene such a meeting as soon as is

reasonably practicable

- 87 Each governor shall be given at least fourteen clear days before the date of a meeting
- 87 1 notice in writing of the meeting, signed by the secretary, and sent to each governor at the address provided by each governor from time to time, and
- 87 2 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 for the meeting, are given within such shorter period as he directs
- 88 The convening of a meeting and the proceedings conducted at it shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the relevant agenda
- 89 A resolution to rescind or vary a resolution carried at a previous meeting of the governing body shall not be proposed at a meeting of the governing body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting
- 90 A meeting of the governing body shall be terminated immediately if
- 90 1 the governing body so resolve, or
- 90 2 the number of governors present ceases to constitute a quorum for a meeting of the governing body in accordance with article 93 and subject to article 95
- 91 Where 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
- 92 Where the governing body resolve to adjourn a meeting before all the items of business on the agenda have been disposed of, the governing body 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

- 93 Subject to these articles the quorum for a meeting of the governors shall be any three governors, or, where greater, any one third (rounded up to a whole number) of the total number of governors then in office, provided that such quorum shall include a majority of Sponsor governors unless additional governors have been appointed by the Secretary of State
- 94 The governors may act notwithstanding any vacancies in their number, but, if the numbers of governors mean that a quorum in accordance with article 93 cannot be achieved, then the continuing governors may act only for the purpose of filling vacancies or of calling a general meeting
- 95 The quorum for the purposes of any vote on the removal of the chairman of the governing body in accordance with article 72 shall be any two-thirds (rounded up to a whole number) of the persons who are at the time governors entitled to vote on that matter
- 96 Subject to these articles, every question to be decided at a meeting of the governing body shall be determined by a majority of the votes of the governors present and voting on the question Every governor shall have one vote
- 97 Subject to these articles, 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
- 98 The proceedings of the governing body shall not be invalidated by
- 98 1 any vacancy among their number, or
- 98 2 any defect in the election, appointment or nomination of any governor
- 99 A resolution in writing, signed by all the governors entitled to receive notice of a meeting of governors or of a committee of governors, shall be valid and effective as if it had been passed at a meeting of governors or (as the case may be) a committee of governors duly convened and held Such a resolution may consist of several documents in the same form, each signed by one or more of the governors
- 100 Subject to article 101, the governing body shall ensure that a copy of
- 100 1 the agenda for every meeting of the governing body,
- 100 2 the draft minutes of every such meeting, if they have been approved by the person acting

as chairman of that meeting,

100 3 the signed minutes of every such meeting, and

100 4 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

101 There may be excluded from any item required to be made available in pursuance of article 100, any material relating to

101 1 a named teacher or other person employed, or proposed to be employed, at any Academy,

101 2 a named pupil at, or candidate for admission to, any Academy, and

101 3 any matter which, by reason of its nature, the governors are satisfied should remain confidential

102 Any governor entitled to attend and vote at a meeting of the governing body may participate by means of a telephone conference or other facility enabling all people participating at the meeting to hear each other and participation in a meeting in this manner is taken to be presence in person at the meeting

103 Subject to the provisions of clause 6 of the memorandum, the Trust shall not enter into any contract or arrangement where a member of the governing body has a duty or pecuniary interest (whether direct or indirect) which conflicts or is reasonably likely to conflict with it Any governor who has any such duty or pecuniary interest shall disclose that fact to the governing body as soon as he becomes aware of it

104 Subject to the provisions of clause 6 of the memorandum and without prejudice to the generality of article 103, a governor shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Trust if

104 1 he is a director or member holding more than one per cent 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

104 2 he is a partner in a partnership or a 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

104 3 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

104 4 For the purposes of this article 104, 'company' shall include any body corporate other than a company which is a registered charity or any company which is a subsidiary of any such registered charity

105 Subject to the provisions of clauses 5 and 6 of the memorandum, whenever a governor has a pecuniary interest in a matter to be discussed at a meeting of the governing body or a committee, the governor concerned must

105 1 declare an interest at the point when or before discussion begins on the matter,

105 2 withdraw from the meeting for that item,

105 3 not be counted in the quorum for that part of the meeting,

105 4 withdraw during the vote and have no vote on the matter

106 For the purposes of articles 103 and 104, an interest of a person who is, within the meaning of section 346 of the Act, connected with a governor shall be treated as an interest of the governor
This shall include

106 1 that governor's spouse, civil partner, child or stepchild, or

106 2 a body corporate with which the governor is associated (i.e. if that governor 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

106 3 a person acting in his capacity as trustee of any trust the beneficiaries of which include

(a) the governor, his spouse, civil partner or any children or stepchildren of his, or

(b) a body corporate with which he is associated, or

106 4 a person acting in his capacity as a partner of that governor or of any person who, by

virtue of articles 106 1, 106 2 or 106 3 above, is connected with that governor

PATRONS AND HONORARY OFFICERS

107 The governors may from time to time appoint any person whether or not a member of the Trust 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

108 The seal (if any) shall only be used by the authority of the governors or of a committee of governors authorised by the governors. The governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a governor and by the secretary or by a second governor

ACCOUNTS

109 Accounts shall be prepared in accordance with the provisions of Part VII of the Act

ANNUAL REPORT

110 The governors shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual report and its transmission to the Charity Commissioners

ANNUAL RETURN

111 The governors shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Charity Commissioners

NOTICES

112 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 governors need not be in writing

113 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

- 114 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
- 115 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

- 116 Subject to the provisions of the Act every governor or other officer or governor or auditor of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust

RULES

- 117 The governors 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 any 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
- 117 1 the conduct of members of the Trust in relation to one another, and to the Trust's servants,
- 117 2 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,
- 117 3 the procedure at general meetings and meetings of the governors and committees of the governors and meetings of the governing body in so far as such procedure is not regulated by the articles,
- 117 4 generally, all such matters as are commonly the subject matter of company rules
- 118 The Trust in general meeting shall have power to alter, add to or repeal the rules or bye laws and the governors shall adopt such means as they think sufficient to bring to the notice of members of the Trust all such rules or bye laws, which shall be binding on all members of the Trust. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in,

the memorandum or the articles

Signature, Name and Address of Subscriber

Signature Elizabeth Elias

Authorised representative of The Girls' Day School Trust

Name The Girls' Day School Trust

Address 100 Rochester Row
London
SW1P 1JP

in the presence of

Witness

Name Caroline Hoare

Address 100 Rochester Row
London
SW1P 1JP

Occupation Solicitor

Dated 15/11/2006