

UMBRELLA TRUST

THE COMPANIES ACT 2006

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A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

ST MARY MAGDALENE EDUCATION PARTNERSHIP

COMPANY NUMBER: 08652192

(AS ADOPTED BY SPECIAL RESOLUTION DATED 26 MARCH 2017)

UMBRELLA TRUST

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

ST MARY MAGDALENE EDUCATION PARTNERSHIP

INTERPRETATION

1. In these Articles:-

“Academy” means the school referred to in Article 5 and “Academies” means more than one such Academy;

“Academy Trust” or “Academy Trusts” means the charitable company or companies limited by guarantee in which the Umbrella Trust participates in the furtherance of its Objects;

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Umbrella Trust;

“the articles” means the articles of association of the Umbrella 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 given or on which it is to take effect;

“the Commission” means the Charity Commission for England and Wales;

“Companies Acts” means the Companies Act (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Umbrella Trust;

“directors” means the directors of the Umbrella Trust. The directors are charity trustees as defined by section 97 of the Charities Act 1993;

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

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

“executive principal” means the executive head teacher of St Mary Magdalene Academy and the St Mary Magdalene Academy: The Courtyard;

“the London Diocesan Board for Schools” means the London Diocesan Board for Schools at London Diocesan House, 36 Causton Street, London, SW1P 4AU;

“the memorandum” means the memorandum of association of the Umbrella Trust;

“officers” includes the directors and the secretary (if any);

“the seal” means the common seal of the Umbrella Trust if it has one;

“secretary” means any person appointed to perform the duties of the secretary of the Umbrella Trust;

“St Mary Magdalene Academy” means the school at Liverpool Road, Islington, London N7 8PG;

“St Mary Magdalene Academy: The Courtyard” means the school at Holloway Road, Islington London N7 8LT

“the United Kingdom” means Great Britain and Northern Ireland; and

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

Unless the context otherwise requires, words or expressions contained in these articles have the same meaning as in the Companies Acts, but excluding any statutory modification not in force when this constitution becomes binding on the Umbrella Trust.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. The company’s name is St Mary Magdalene Education Partnership (and in this document it is called “**the Umbrella Trust**”).
3. The Umbrella Trust’s registered office is to be situated in England and Wales.

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LIABILITY OF MEMBERS

4. The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the Umbrella Trust in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- (1) payment of the Umbrella Trust's debts and liabilities incurred before he, she or it ceases to be a member;
- (2) payment of the costs, charges and expenses of winding up; and
- (3) adjustment of the rights of the contributories among themselves.

OBJECTS

5. The Umbrella Trust's objects ("**the Objects**") are specifically restricted to the following: to advance for the public benefit education in the United Kingdom by managing and developing Academies; and promoting co-operation between Academies; and promoting school improvement in respect of Academies; and ensuring that the distinctive ethos of any Academy which it manages or develops is upheld.

POWERS

6. The Umbrella Trust has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Umbrella Trust has power:-

- (a) to raise funds and to invite and receive contributions provided that in raising funds the Umbrella Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Umbrella Trust. In exercising this power, the Umbrella Trust must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

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- (d) to borrow money and to charge the whole or any part of the property belonging to the Umbrella Trust as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Umbrella Trust must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to employ and remunerate such staff as are necessary for carrying out the work of the Umbrella Trust. The Umbrella Trust may employ or remunerate a director only to the extent it is permitted to do so by article 8 and provided it complies with the conditions in that article;
- (j) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager;
 - (iii) arrange for the investments or other property of the Umbrella Trust to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (k) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;
- (l) to pay out of the funds of the Umbrella Trust the costs of forming and registering the Umbrella Trust as both a company and as a charity;

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(m) to procure and deliver goods and services to the Academy Trusts.

APPLICATION OF INCOME AND PROPERTY

7. (1) The income and property of the Umbrella Trust shall be applied solely towards the promotion of the Object.
- (2)
- a. A director is entitled to be reimbursed from the property of the Umbrella Trust or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Umbrella Trust.
 - b. A director may benefit from trustee indemnity insurance cover purchased at the Umbrella Trust's expense in accordance with, and subject to the conditions in section 73F of the Charities Act 1993.
 - c. A director may receive an indemnity from the Umbrella Trust in the circumstances specified in article 60.
 - d. A director may not receive any other benefit or payment unless it is authorised by article 8.
- (3) Subject to article 8, none of the income or property of the Umbrella 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 Umbrella Trust. Nonetheless a member of the Umbrella Trust who is not also a director may:
- a. benefit as a beneficiary of the Umbrella Trust;
 - b. be paid reasonable and proper remuneration for any goods or services supplied to the Umbrella Trust;
 - c. be paid rent for premises let by the member of the Umbrella Trust if the amount of the rent and other terms of the letting are reasonable and proper; and
 - d. be paid interest on money lent to the Umbrella Trust at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by

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the directors, or 0.5%, whichever is the higher.

BENEFITS AND PAYMENTS TO DIRECTORS AND CONNECTED PERSONS

8. General Provisions

- (1) No director or connected person may
 - a. buy any goods or services from the Umbrella Trust on terms preferential to those applicable to members of the public;
 - b. sell goods, services, or any interest in land to the Umbrella Trust;
 - c. be employed by or receive any remuneration from the Umbrella Trust;
 - d. receive any other financial benefit from the Umbrella Trust;

unless the payment is permitted by sub-clause (2) of this Article or authorised by the court or the Charity Commission.

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

Scope and powers permitting directors’ or connected persons’ benefits

- (2)
 - a. A director or connected person may receive a benefit from the Umbrella Trust in the capacity of a beneficiary of the Umbrella Trust provided that a majority of the directors do not benefit in this way.
 - b. A director or connected person may enter into a contract for the supply of goods or services to the Umbrella Trust, where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
 - c. Subject to sub-clause (3) of this article, a director or connected person may provide the Umbrella Trust with goods that are not supplied in connection with the services provided to the Umbrella

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Trust by the director or connected person.

- d. A director or connected person may receive interest on money lent to the Umbrella Trust at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- e. A director or connected person may receive rent for premises let by the director or connected person to the Umbrella Trust. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f. A director or connected person may take part in the normal trading and fundraising activities of the Umbrella Trust on the same terms as members of the public.

Payment for supply of goods only – controls

- (3) The Umbrella Trust and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
 - a. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Umbrella Trust or its directors (as the case may be) and the director or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the Umbrella Trust.
 - b. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - c. The other directors are satisfied that it is in the best interests of the Umbrella Trust to contract with the supplier rather than with someone who is not a director or connected person. In reaching that

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decision the directors must balance the advantage of contracting with the director or connected person against the disadvantages of doing so.

d. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods to the Umbrella Trust.

e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

f. The reason for their decision is recorded by the directors in the minute book.

g. A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 8.

(4) In sub-clauses (2) and (3) of this article:

a. "Umbrella Trust" includes any company in which the Umbrella Trust:

- i. holds more than 50% of the shares; or
- ii. controls more than 50% of the voting rights attached to the shares; or
- iii. has the right to appoint one or more directors to the board of the company.

b. "connected person" includes any person within the definition in article 64 "Interpretation".

DECLARATION OF DIRECTORS' INTERESTS

9. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Umbrella Trust or in any transaction or arrangement entered into by the Umbrella Trust which has not previously been declared. A director must absent himself or

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herself from any discussion of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Umbrella Trust and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTIES

10. (1) If a conflict of interest arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interest where the following conditions are met:

- a. the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- b. the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- c. the unconflicted directors consider it is in the interests of the Umbrella Trust to authorise the conflict of interests in the circumstances applying.

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

MEMBERS

11. (1) The members of the Umbrella Trust shall comprise:
- a. the signatories to the memorandum;
 - b. St Mary Magdalene Academy
 - c. St Mary Magdalene Academy: The Courtyard
 - d. chairman of the directors;
 - e. the London Diocesan Board for Schools;

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- (2) Membership is open to other individuals or organisations who:
 - a. apply to the Umbrella Trust in the form required by the directors; and
 - b. are approved by the directors;
- (3)
 - a. The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Umbrella Trust to refuse the application.
 - b. The directors must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
 - c. The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable.
- (5) The directors must keep a register of names and addresses of the members.

CLASSES OF MEMBERS

12.
 - (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
 - (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
 - (3) The rights attached to a class of membership may only be varied if:
 - a. three-quarters of the members of that class consent in writing to the variation.
 - b. a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
 - (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

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TERMINATION OF MEMBERSHIP

13. (1) Membership is terminated if:
- (1) the member dies or, if it is an organisation, ceases to exist;
 - (2) the member resigns by written notice to the Umbrella Trust unless, after the resignation, there would be less than two members;
 - (3) any sum due from the member to the Umbrella Trust is not paid in full within six months of it falling due;
 - (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the Umbrella Trust that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - i) the member has been given at least 21 days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - ii) the member or, at the option of the member, the member's representative (who need not be a member of the Umbrella Trust) has been allowed to make representations to the meeting.
- (2) Each of the persons entitled to appoint members in article 11 shall have the right from time to time by written notice delivered to the Office to remove any member appointed by them and to appoint a replacement member to fill a vacancy whether resulting from such removal or otherwise.

GENERAL MEETINGS

14. (1) The Umbrella Trust must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
15. The directors may call a general meeting at any time.

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NOTICE OF GENERAL MEETINGS

16. (1) The minimum periods of notice required to hold a general meeting of the Umbrella Trust are:

- a. 21 clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
- b. 14 clear days for all other general meetings.

(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% 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 annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 23.

(4) The notice must be given to all the members and to the directors and auditors.

17. 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 Umbrella Trust.

PROCEEDINGS AT GENERAL MEETINGS.

18. (1) No business shall be transacted at any meeting unless a quorum is present.

(2) A quorum is:

- a. 3 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
- b. one tenth of the total membership at the time,

whichever is the greater.

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- (3) The authorised representative of a member organisation shall be counted in the quorum.
19. (1) 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,
- the meeting shall stand adjourned to such time and place as the directors may determine.
- (2) 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.
- (3) If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
20. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- (2) If there is no such person or he or she is not present within 15 minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- (3) If there is only one director present and willing to act, he or she shall chair the meeting.
- (4) If no director is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
21. (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are

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specified in the resolution.

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

22. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- a. by the person chairing the meeting; or
 - b. by at least two members present in person or by proxy and having the right to vote at the meeting;
 - c. by a member or members present in person or by proxy representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) a. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- b. The result of the vote must be recorded in the minutes of the Umbrella Trust by the number or proportion of votes cast need not be recorded.
- (3) a. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- b. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) a. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

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- b. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5)
- a. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - b. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - c. The poll must be taken within thirty days after it has been demanded.
 - d. If the poll is not taken immediately at least seven clear days' notice must be given specifying the time and place at which the poll is to be taken.
 - e. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

CONTENT OF PROXY NOTICES

23. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –
- a. States the name and address of the member appointing the proxy;
 - b. Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - c. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine;
 - d. is delivered to the Umbrella Trust in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Umbrella Trust may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

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- (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.

DELIVERY OF PROXY NOTICES

24. (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 Umbrella Trust by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Umbrella 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.

WRITTEN RESOLUTIONS

25. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - a. a copy of the proposed resolution has been sent to every

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eligible member;

b. a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

c. it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

(3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

VOTES OF MEMBERS

26. Subject to article 12, every member, whether an individual or an organisation, shall have one vote.

27. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

28. (1) Any organisation that is a member of the Umbrella Trust may nominate any person to act as its representative at any meeting of the Umbrella Trust.

(2) The organisation must give written notice to the Umbrella Trust of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Umbrella Trust. The representative may continue to represent the organisation until written notice to the contrary is received by the Umbrella Trust.

(3) Any notice given to the Umbrella Trust will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Umbrella Trust shall not be required to consider whether the representative has been properly appointed by the

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organisation.

DIRECTORS

29. (1) A director must be a natural person aged 16 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 42.
30. The minimum number of directors shall be 3 but (unless otherwise determined by ordinary resolution) shall not be subject to a maximum.
31. The first directors shall be those persons notified to Companies House as the first directors of the Umbrella Trust.
32. The Umbrella Trust shall have the following directors:
- a. chairman of St Mary Magdalene Academy;
 - b. chairman of the audit committee at St Mary Magdalene Academy;
 - c. chairman of the finance and premises committee at St Mary Magdalene Academy;
 - d. chairman of the St Mary Magdalene Academy committee at St Mary Magdalene Academy;
 - e. chairman of St Mary Magdalene Academy: The Courtyard;
 - f. executive principal;
 - g. 2 foundation directors appointed by the London Diocesan Board for Schools;
 - h. 1 director appointed by St Mary Magdalene Academy: The Courtyard;
 - i. 1 person with educational experience appointed by the directors under article 40;
33. A director may not appoint an alternate director or anyone to act on his or her

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behalf at meetings of the directors.

POWERS OF DIRECTORS

34. (1) The directors shall manage the business of the Umbrella Trust and may exercise all the power of the Umbrella Trust unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (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.

RETIREMENT OF DIRECTORS

35. At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one third of the directors or, if their number is not three or a multiple of three the number nearest to one third, must retire from office. If there is only one director he or she must retire.
36. (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to return shall(unless they otherwise agree among themselves) be determined by lot.
- (2) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

APPOINTMENT OF DIRECTORS

37. Not used
38. Not used
39. Not used

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40. (1) The directors may appoint a person who is willing to act to be a director.
- (2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.
41. The appointment of a director, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

42. A director shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision of the Companies Acts or is prohibited by law from being a director;
 - (2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (3) ceases to be a member of the Umbrella Trust;
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (5) resigns as a director by notice to the Umbrella Trust (but only if at least two directors will remain in office when the notice of resignation is to take effect);
 - (6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated;
 - (7) is removed by the person or persons who appointed him.

REMUNERATION OF DIRECTORS

43. The directors must not be paid any remuneration unless it is authorised by article 8.

PROCEEDINGS OF DIRECTORS

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44. (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any director may call a meeting of the directors.
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
45. (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
46. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
47. (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within 10 minutes after the time appointed for the meeting, the directors present

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may appoint one of their number to chair that meeting.

- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
48. (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of the meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it has been passed at a meeting of the directors duly convened and held.
- (2) A resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

DELEGATION

49. (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- (2) The directors may impose conditions when delegating, including the conditions that:
- a. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - b. no expenditure may be incurred on behalf of the Umbrella Trust except in accordance with a budget previously agreed with the directors.
- (3) The directors may alter or revoke a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

VALIDITY OF DIRECTORS' DECISIONS

50. (1) Subject to article 50(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

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- a. who was disqualified from holding office;
- b. who had previously retired or who had been obliged by the constitution to vacate office;
- c. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- d. the vote of that director; and
- e. that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

(2) Article 50(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 50(1), the resolution would have been void, or if the director has not complied with article 9.

SEAL

51. If the Umbrella Trust has a seal, it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary (if any) or by a second director.

MINUTES

52. The directors must keep minutes of all:
- (1) appointments of officers made by the directors;
 - (2) proceedings at meetings of the Umbrella Trust;
 - (3) meetings of the directors and committees of the directors, including:
 - a. the names of the directors present at the meeting;

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- b. the decisions made at the meetings; and
- c. where appropriate, the reasons for the decisions.

ACCOUNTS

53. (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow account standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Acts.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

54. (1) The directors must comply with the requirements of the Charities Act 1993 with regard to:
- a. transmission of a copy of the statements of account to the Commission;
 - b. preparation of an Annual Report and the transmission of a copy of its to the Commission;
 - c. preparation of an Annual Return and its transmission to the Commission.
- (2) The directors must notify the Commission promptly of any changes to the Umbrella Trust's entry on the Central Registry of Charities.

MEANS OF COMMUNICATION TO BE USED

55. (1) Subject to the articles, anything sent or supplied by or to the Umbrella Trust 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 Umbrella Trust.
- (2) Subject to the articles, any notice or document to be sent or supplied

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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.

56. Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing;
 - (2) must be given in electronic form.
57. (1) The Umbrella Trust may give notice to a member either:
- a. personally; or
 - b. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - c. by leaving it at the address of the member; or
 - d. by giving it in electronic form to the member's address; or
 - e. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- (2) A member who does not register an address with the Umbrella Trust or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Umbrella Trust.
58. A member present in person at any meeting of the Umbrella Trust shall be deemed to have received notice of the meeting and of the purposes for which it was called.
59. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act

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2006.

- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - a. 48 hours after the envelope containing it was posted; or
 - b. in the case of an electronic form of communication, 48 hours after it was sent.

INDEMNITY

60. (1) The Umbrella Trust may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Acts 2006.
 - (2) In this article a “relevant director” means an director or former director of the Umbrella Trust.

RULES

61. (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Umbrella Trust
 - (2) The bye-laws may regulate the following matters but are not restricted to them:
 - a. the admission of members of the Umbrella Trust (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 Umbrella Trust in relation to one another, and to the Umbrella Trust’s employees and volunteers;
 - c. the setting aside of the whole or any part or parts of the Umbrella Trust’s premises at any particular time or times or for any particular purpose or purposes;
 - d. the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts

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of by the articles;

e. generally, all such matters as are commonly the subject matter of company rules.

- (3) The Umbrella Trust 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 Umbrella Trust.
- (5) The rules or bye laws shall be binding on all members of the Umbrella Trust. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

DISPUTES

62. If a dispute arises between members of the Umbrella Trust about the validity or propriety of anything done by the members of the Umbrella Trust 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.

DISSOLUTION

63. (1) The members of the Umbrella Trust may at any time before, and in expectation of, its dissolution resolve that any net assets of the Umbrella Trust after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Umbrella Trust be applied or transferred in any of the following ways:

- a. directly for the Objects;
 - b. by transfer to any charity or charities for purposes similar to the Objects;
 - c. to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Umbrella Trust, the directors of the Umbrella Trust may at any time before and in

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expectation of its dissolution resolve that any net assets of the Umbrella Trust after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Umbrella Trust be applied or transferred:

- a. directly for the Objects;
 - b. by transfer to any charity or charities for purposes similar to the Objects;
 - c. to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Umbrella Trust be paid to or distributed among the members of the Umbrella Trust (except to a member that is itself a charity) and if no resolution in accordance with article 63(1) is passed by the members or the directors the net assets of the Umbrella Trust shall be applied for charitable purposes as directed by the Court or the Commission.

INTERPRETATION

64. In article 8, sub-clause (2) of article 10 and sub-clause (2) of article 50 “connected person” means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
 - a. by the director or any connected person falling within sub-clause (1), (2) or (3) above;
 - b. by two or more persons falling within sub-clause 4(a), when taken together;

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- (5) a body corporate in which-
- a. the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - b. two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest;
 - c. paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this article.