

**MEMORANDUM AND ARTICLES FOR ACADEMY TRUST COMPANIES WITH A
CHURCH OF ENGLAND MAJORITY UNDER THE ACADEMIES ACT 2010**

THE COMPANIES ACT 2006

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A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

TRINITY MULTI ACADEMY TRUST

(i.e. "VA" model)

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COMPANY LIMITED BY GUARANTEE**

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INTERPRETATION

1. In these Articles:-

(a) "the Academies" means all the schools and educational institutions referred to

in Article 4 and operated by the Company (and "Academy" means any one of those schools or educational institutions;

(b) "Academy Financial Year" means the academic year from 1st of September to

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"Diocesan Bishop" means the Bishop of the Diocese of Leeds or a person

intending for the work to be conducted by the Diocesan Bishop

(i.e. "VA" model)

- (x) "Parent Directors" means those Directors elected or appointed pursuant to Articles 53 – 56 inclusive;

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statute or statutory provision or measure, including any modification or

amendment thereto.

2. The company's name is **Trinity Multi Academy Trust** (and in this document it is called "**the Company**").

(i.e. "VA" model)

activities and shall conform to any relevant statutory regulations;

- (c) (subject to such further consents as may be required by law or as may be required from the Trustees as landlords/licensors where this is the case) to require, after issuance and charge or otherwise disposal of property

(i.e. "VA" model)

application of the experience of industry, commerce, other schools, educational institutions and the voluntary sector to the education of pupils and students in academies;

(1) Subject to such requests as may be required from the Trustees or otherwise

required by law and/or by any contract entered into by or on behalf of the Company to borrow and raise money for the furtherance of the Object is such

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section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;

(n) ~~subject in respect of any use of their property to such extents as may be~~

required from the Trustees and to any terms and conditions the Trustees may require to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company;

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9.30 The Directors may only rely upon the authority provided by Article 9.2 to allow a

benefit for a Member if each of the following conditions is satisfied:

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Company.

6.5 A Director may at the discretion of the Directors be reimbursed from the property of the Company for reasonable expenses properly incurred by him or her when acting as

(i.e. "VA" model)

(p) the remuneration or other sums paid to the Director do not exceed an amount

that is reasonable in all the circumstances; and

(r) the Director is absent from the part of any meeting at which there is discussion

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he is a Director) does not apply to an employee of the Company who is subsequently elected or appointed as a Director save that this Article shall only allow such a Director to receive remuneration or benefit from the Company in his capacity as an

(i.e. "VA" model)

~~who agree to be a Member of the corporation and accept of~~

(i.e. "VA" model)

(d) any person exercising powers under Article 15A provided that at any time the resolution

(i.e. "VA" model)

~~The Diocesan Corporate Member may cease by passing a special resolution~~

to remove any such additional Members appointed under Article 15A. The

~~Members whose proposed removal is the subject of the resolution shall not be~~

(i.e. "VA" model)

to convene a General Meeting in accordance with that Act. If there are not

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27. [REDACTED] "Director" shall not attend that he is not a Member, be entitled to attend

and speak at any General Meeting

29. The chairman may, with the consent of a majority of the Members at a

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33. A poll demanded on the election of the chairman or on a question of

adjournment shall be taken immediately. A poll demanded on any other

question shall be taken either immediately or at such time, date 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

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"I/We,, of, being a Member/Members of the above named Company, hereby appoint of, or in his absence, of as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the Annual General Meeting/ General Meeting of the Company to be held on 20[] and at any adjournment thereof

Signed on 20[]"

41. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form

which is usual or which the Directors may approve)

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(b) in the case of a poll taken more than 48 hours after it is demanded, to

deposited as aforesaid after the poll has been demanded and not less than
24 hours before the time appointed for the taking of the poll or

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number of Directors appointed under this Article always outnumbers all other Directors by at least two;

- (b) Not used;
- (c) A minimum of 2 Parent Directors elected or appointed under Articles 53-56 in the event that no Local Governing Bodies are established under Article 100(a) ~~and no provision is made or is planned for at least 2 Parent Local Governors~~

(i.e. "VA" model)

Corporate Member to gain their consent to remove the additional directors appointed

under Article 50C.

51. Not used.

52. Not used.

PARENT DIRECTORS

52. In circumstances where the Directors have not appointed Local Governing

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age of 19.

511

The number of Parent Directors and Parent Local Governors required shall be made

up by Parent Directors and Parent Local Governors appointed by the Directors if the number of parents, or individuals exercising parental responsibility, standing for

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Directors who are employees of the Company would exceed one third of the total number of Directors including the Chief Executive Officer to the extent he is a Director.

59 - 63. Not used.

TERM OF OFFICE

64 The term of office for any Director shall be four years, save that this time limit shall not

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- (a) he has been declared bankrupt and/or his estate has been seized from his

(i.e. "VA" model)

117D of the Dotation Act 1997 in the event that the trustee discloses any information

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- (b) he is employed by the Company;
- (c) he is removed from office in accordance with these Articles; or
- (d) in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman

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Directors which would have been valid if that alteration had not been made or that

direction had not been given. The powers given by this Article shall not be limited by
any special power given to the Directors by the Articles and a meeting of Directors at

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98A. The Diocesan Corporate Member shall not be deemed to have a conflict of loyalty or ~~interest arising from its connection with the Church of England or its duty and functions~~

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(b) may establish any other committee.

101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of

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102 Any exercise of delegation exercised under Article 105 in relation to the establishment

of a Local Governing Body for an Academy shall be by way of Scheme of Delegation.

The form of Scheme of Delegation to be used may be and amended by the Directors

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report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.

CHIEF EXECUTIVE OFFICER, PRINCIPALS AND STAFF

107. The Directors, with the involvement and consent of the Diocesan Corporate Member

and having made use of any relevant powers under section 121A of the School

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141. Each Director shall be given at least seven clear days before the date of a meeting

(i) notice in writing thereof, signed by the Clerk, and sent to each Director at the

address provided by each Director from time to time and

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117. Subject to Article 119 the quorum for a meeting of the Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

119. The Directors may act notwithstanding any vacancies in their number, but if the

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documents in the same form, each signed by one or more of the Directors.

124. Subject to Article 125, the Directors shall ensure that a copy of:

- (a) the agenda for every meeting of the Directors;
- (b) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;

(c) the signed minutes of every such meeting; and

(d) any report, document or other paper considered at any such meeting,

shall be made available to every Academy Trust

(i.e. "VA" model)

PATRONS AND HONORARY OFFICERS

107. The Directors may from time to time appoint any person whether or not a Member of

(i.e. "VA" model)

132. Any notice to be given to or by any person pursuant to these Articles (other than a notice relating to the appointment of the Directors) shall be in writing or shall be given using

electronic communications to an address for the time being notified for that purpose

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in relation to the affairs of the Company.

RULES

137. The Directors with the written consent of the Diocesan Corporate Member may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company, and in particular, but without prejudice to the generality of the foregoing, they may be such

(i.e. "VA" model)

Directors having a right to elect the majority will be increased on a pro-rata basis