

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

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COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

OF

THE BISHOP WHEELER CATHOLIC ACADEMY TRUST

INTERPRETATION

1. In these Articles:-

- a. _____ means all the schools referred to in Article
5C _____ shall
mean any one of those schools);
- b. _____ any committees established by the

carrying on, managing and developing of Catholic schools in the United Kingdom conducted in accordance with the principles, and subject to the regulations and discipline of the Catholic Church.

4(b) Subject to the approval of the Diocesan Bishop, during the period that the objects in 4(a) are being fulfilled and form the majority of the activities of the Company:-

- (i) the advancement of education by the establishing, maintaining, carrying on, managing and developing of schools which are not Catholic in the United Kingdom; and
- (ii) to promote for the benefit of individuals living in the Diocese of Leeds and the surrounding area who have need by reason of their age, infirmity or disability, financial hardship or social or economic circumstances or for the public at large the provision of facilities for recreation or other leisure time activities in the interests of social welfare and with the object of improving the life of the said individuals.

CONDUCT OF THE ACADEMY

5A.

- a. Any Academy or Academies established under Article 4(a) shall be conducted in accordance with:
 - (i) The teachings, practices and tenets of the Catholic Church;
 - (ii) Canon Law and the Trust Deed;
 - (iii) Any diocesan directives for the time being in force.
- b. For any Academy or Academies established under Article 4(a):
 - (i) Religious education is to be in accordance with the teachings, doctrines, discipline and general and particular

norms of the Catholic Church.

- (ii) Religious worship is to be in accordance with the rites, practices, discipline and liturgical norms of the Catholic Church.
- (iii) at all times the school is to serve as a witness to the Catholic faith in our Lord Jesus Christ.
- (iv) the Company shall have regard to any advice issued by the Diocesan Bishop;

- (c) (i) The Diocesan Bishop shall have the right to advise the Directors:
 - 1. on any matter relating to the mission, character, ethos or charism of the education carried out by the Company; and
 - 2. whether any activities being undertaken or proposed to be undertaken on the property of the Trustees are consistent with the Trust Deed.

(ii) The Directors shall have regard to any advice provided to them under (c)(i) above.

(iii) If any question arises which, in the opinion of the Directors, relates to the Catholic nature of the education carried out by the Company, they shall have the power to refer that question to the Diocesan Bishop for determination.

5B All Academies established by the Company shall offer a broad and balanced curriculum.

5C In furtherance of the

relevant statutory regulations;

- c. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- d. subject to Article 6 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;
- e. to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed

- k. to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools, educational institutions and the voluntary sector to the education of pupils and students in academies;
- l. subject to such consents as may be 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 Objects in such manner and on such security as the Company may think fit;
- m. to deposit or invest any funds of the Company not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Directors consider necessary and having regard to the suitability of investments and the need for diversification);
- n. to delegate the management of investments to a financial expert, but only on terms that:
 - (i) the investment policy is set down in writing for the financial expert by the Directors;
 - (ii) every transaction is reported promptly to the Directors;
 - (iii) the performance of the investments is reviewed regularly with the Directors;
 - (iv) the Directors are entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;

- (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
 - (vii) the financial expert must not do anything outside the powers of the Directors;
- o. to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the Directors or of a financial expert acting under their instructions, and to pay any reasonable fee required;
 - p. to provide indemnity arrangements to cover the liability of Directors and members of any Academy Council (in so far as necessary) in accordance with and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;
 - q. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company;
 - r. to discharge any liability incurred on behalf of the Company by the Trustees.
 - s. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.
 - t. to permit or arrange use of the school premises and facilities by the wider local community provided that such use shall not be incompatible with the tenets and principles of the Catholic Church

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- (a) The Diocesan Bishop is the Visitor of the Company.

(b) The Visitor shall be entitled to exercise all the rights exercisable by a visitor either under charity law or Canon Law, including the right of general visitation from time to time and in such manner as he shall think fit.

(c) The power of the Visitor is without prejudice to:

(i) the jurisdiction over the Company; and

(ii) the jurisdiction of any of the Academies.

6.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.

6.2 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Company. Nonetheless a Member of the Company may:

- a. benefit as a beneficiary of the Company;
- b. be paid reasonable and proper remuneration for any goods or services supplied to the Company;
- c. be paid rent for premises let by the Member of the Company 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 Company 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 the Directors, or 0.5%, whichever is the higher,

6.2A. The Members may only rely upon the authority provided by Article 6.2 if each of the following conditions is satisfied:

- a. the remuneration or other sums paid to the Member do not

may be guilty in relation to the Company: Provided that any such arrangement shall not extend to:

- (i) any claim arising from any act or omission which Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not; and
- (ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Company.

Further this Article does not authorise a Director to benefit from any indemnity arrangement that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.

- 6.4 A company, which has shares listed on a recognised stock exchange and of which any one Director holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other
- 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 on behalf of the Company, but excluding expenses in connection with foreign travel.
- 6.6 No Director may:
 - a. buy any goods or services from the Company;
 - b. sell goods, services, or any interest in land to the Company;
 - c. be employed by, or receive any remuneration from the Company (other than any Executive Director whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8);

d. receive any other financial benefit from the Company;

unless:

- (i) the payment is permitted by Article 6.7 and the Directors follow the procedure and observe the conditions set out in Article 6.8; or
- (ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

6.7 Subject to Article 6.8, a Director may:

- a) receive a benefit from the Company in the capacity of a beneficiary of the Company.
- b) be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Director.
- c) receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors, or 0.5%, whichever is the higher.
- d) receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the contract are approved by the Directors.

- (i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
- (ii) his or her performance in the employment, or his or her performance of the contract; or
- (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon Tm0 g0 G[()] TJE

provided that the procedure as set out in Articles 6.8(b)(i), (ii) and 6.8 (c) is followed.

6.9 In Articles 6.2-6.9:

a)

Company:

holds more than 50% of the shares; or

controls more

the person who, according to Canon Law, is entitled to exercise
situated:

- (i) shall, if not a Foundation Member, become a Foundation Member; and
- (ii) the right to appoint Members under these Articles shall vest in that person.

15. Membership will terminate automatically if:

- a. a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
- b. a Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering his or her own affairs;
- c. a Member becomes insolvent or makes any arrangement or s creditors generally; or
- d. a Member who was a Member by virtue of his post ceases to hold the relevant post provided that if automatic termination in this instance would result in the number of Members being less than three, the Member shall remain a Member until a further Member is appointed (which the remaining two Members shall be free to make without the approval of the retiring Member notwithstanding the provisions of Article 16) at which time the membership of the retiring Member shall terminate.

15A. The Members may agree unanimously in writing to remove any Member(s) who is a signatory to the Memorandum other than a Foundation Member (save that the agreement of the signatory to the Memorandum who is to be removed shall not be required), provided that it is in the interests of the Company to remove such a Member(s) and the approval of the Diocesan Bishop is first obtained.

16. In addition to Article 12 the Members may agree by passing a special resolution to appoint such additional Members as they think fit and may agree by passing a special resolution (save that the agreement of the Member(s) to be removed shall not be required) to remove any such additional Members. The Member whose proposed removal is the subject of the special resolution shall not be entitled to vote on that resolution.
- 16A. In exercising their rights under these Articles and the Companies Act 2006, the Members shall not do any thing or take any action which would cause the Company to contravene its Objects.
17. Every person nominated to be a Member of the Company shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
- 18.

26. Not used.
27. The Chairman of Directors shall, notwithstanding that he is not a Member, be entitled to attend and speak

31. 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.
32. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
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 for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
34. No notice need be given of a poll not taken immediately if the time, date and place at which it is to be taken are announced at the meeting

notice shall be given specifying the time, date and place at which the poll is to be taken.
35. A resolution in writing agreed by such number of Members as required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members.

VOTES OF MEMBERS

name[s] and on my/our behalf at the annual general meeting/
any adjournment thereof.

This form is to be used in respect of the resolutions mentioned
below as follows:

Resolution No. 1 *for * against

Resolution No. 2 *for * against.

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or
abstain from voting.

42. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Directors may -
- a. be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - b. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;
 - c. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Clerk or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the

- a. Foundation Directors appointed under Article 50;
- b. a minimum of 2 Parent Directors appointed by the Directors whether after election or otherwise under Articles 53-56 in the event that no provision is made under Article 101, or is planned, for at least 2 Parent Local Governors on each Academy Council established under Article 100(a)[sp;

Parent Directors or Parent Local Governors which is contested shall be held by secret ballot. For the purposes of any election of Parent Local Governors, any parent, or an individual exercising parental responsibility, of a registered pupil at the Academies overseen by the Academy Council shall be eligible to vote.

any Director may be re-appointed or re-elected.

RESIGNATION AND REMOVAL

65. A Director shall cease to hold office if he resigns his office by notice to the person or body that made the appointment (but only if at least three Directors will remain in office when the notice of resignation is to take effect).

66. A Director shall cease to hold office if he is removed by the person or persons who appointed him, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006 or otherwise in accordance with the Articles of Association of the Company.

82. The Directors shall each school year elect a chairman and a vice-chairman from among the

91. A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Directors shall not have effect unless -

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

(ii)

shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;

b.

solely from the fact that any Member or Director is also a trustee, charity trustee, governor or director of any Catholic school, Diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or schools or other educational institution(s).

THE MINUTES

99. The minutes of the proceedings of a meeting of the Directors shall be drawn up and entered into a book

105AA. The Directors shall not delegate the following functions:

- a. the appointment of any senior Catholic post; and
- b. the approval of the annual estimates of income and expenditure for one or more Academies;

other than to an Academy Council.

105B. The Directors may not delegate:

- a. the consideration of the case for dismissal, and
- b. the power to determine an appeal,

in connection with the dismissal of the holder of a senior Catholic post, other than to a committee of the members of the Board of Directors or members of an Academy Council.

105C. The Directors may delegate, subject to 105A and B, to any Director, committee (including any Academy Council), or any holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made in writing and subject to any conditions the Directors may impose, and may be revoked or altered.

106. Where any power or function of the Directors has been exercised by any committee (including any Academy Council), any Director, or any holder of an executive office, that person or committee shall 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 AND PRINCIPALS

107. Any appointment of any Chief Executive Officer and the Principals of the Academies shall be first approved by the Diocesan Bishop. The

Directors may delegate such powers and functions as they consider are required by any Chief Executive Officer and/or the Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at the Academies).

MEETINGS OF THE DIRECTORS

108. Subject to these Articles, the Directors may regulate their proceedings as they think fit.
109. The Directors shall hold at least three meetings in every school year. Meetings of the Directors shall be convened by the Clerk. In exercising his functions under this Article the Clerk shall comply with any direction -
- a. given by the Directors; or
 - b. given by the chairman of the Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a).
110. Any three Directors may, by notice in writing given to the Clerk, requisition a meeting of the Directors; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
111. 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
 - (ii) 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 thereof are given within such shorter period as he directs.

112. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

113. A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Directors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

114. A meeting of the Directors shall be terminated forthwith if -

- a. the Directors so resolve; or
- b. the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with Article 117, subject to Article 119 .

115. Where in accordance with Article 114 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 Clerk 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.

116. Where the Directors resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting according6s is rea -3(a)b.30.000008871 0 595.32 841.92 re

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.

118. The Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the

123. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be valid and effective as if it had been passed at a meeting of Directors or

appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and,

- b. the Directors have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

PATRONS AND HONORARY OFFICERS

127. The Directors may from time to time, with the consent of the Diocesan Bishop, appoint any person whether or not a Member of the Company to be a patron of the Company or to hold any honorary office and may determine for what period he is to hold such office.

THE SEAL

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

Principal Regulator by 31 December each Academy Financial Year.

ANNUAL RETURN

131. The Directors shall comply with their obligations under Part 24 of the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

NOTICES

132. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting 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 to the person giving the notice. In
- includes a number or address used for the purposes of such communications.
133. A notice may be given by the Company 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 or by giving it using electronic communications to an address for the time being notified to the Company by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, 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 Company.
134. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and,

purpose or purposes;

- c. the procedure at general meetings and meetings of the Directors and committees of the Directors and meetings of the Academy Councils which is not to have Academy Councils in so far as such procedure is not regulated by the Articles; and,
- d. generally, all such matters as are commonly the subject matter of company rules.

138. The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Company all such rules or bye laws, which shall be binding on all Members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.