

Catholic Multi Academy Model

THE COMPANIES ACT 2006
& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)

A COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

St Francis of Assisi Academies Trust Ltd

Catholic Multi Academy Model

THE COMPANIES ACT 2006

& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)

SCHEDULE 2

A COMPANY LIMITED BY GUARANTEE

Regulation 2(b)

MEMORANDUM OF ASSOCIATION OF

St Francis of Assisi Academies Trust Ltd

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber Authentication by each subscriber

Name:

Signature:

Duns Scotus Trust

Michael Stephen Coote

Acting by three Trustees

Electronic Authentication Authorised

Kevin Andrew McGinnell

Electronic Authentication Authorised

John Hugh Davies

Electronic Authentication Authorised

Dated 25th March 2013

Catholic Multi Academy Model

2013

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

St Francis of Assisi Academies Trust Ltd

COMPANY NUMBER: 8462151

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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

St Francis of Assisi Academies Trust Ltd

INTERPRETATION

1. In these Articles:-

- a. "the Academies" means all the schools referred to in Article 5(h) and established by the Company (and "Academy" shall mean any one of those schools);
- A1. "Academy Committees" means the committees established by the Directors pursuant to Articles 100-104 (and "Academy Committee" means any one of these committees);
- A2. "Academy Representative" means any person elected or appointed as a member of an Academy Committee;
- b. [Number not used];
- c. [Number not used];
- d. "Additional Directors" means the Directors appointed pursuant to Article 61 and 61A;
- e. "the Articles" means these Articles of Association of the Company excluding for the avoidance of doubt any Scheme of Delegation which may be appended to these Articles on incorporation;
- f. "Catholic" means in full communion with the See of Rome;
- g. [Number not used];
- h. "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor;
- i. "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;

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- l1 "Code of Canon Law of the Latin Church" means the general norms of the Catholic Church Latin Rite;
- j. "the Company" means save as otherwise defined at Article 6.9 the company intended to be regulated by these Articles and referred to in Article 2;
- k. "Diocese" means the Roman Catholic diocese in which the Academies are situated;
- l. "Diocesan Bishop" means the Bishop of the Diocese and includes any person agency or office exercising ordinary jurisdiction in his name;
- m. "the Directors" means save as otherwise defined at Article 6.9 the directors of the Company (and "Director" means any one of those directors);¹
- n. "Executive Principal" means such person as may be appointed by the Directors as the Executive Principal of the Company with line management responsibility over all the Academies' Principals and responsibility for standards in all the Academies;
- o. "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- p. "Foundation Director" means a Director appointed pursuant to Article 50;
- P1. "Founder Member" means Duns Scotus Trust (CRN 08375620) and, where appropriate, any successor of such entity as determined by the Diocesan Bishop from time to time;
- q. "Further Directors" means the Directors appointed pursuant to Article 62 ;
- r. [Number not used];
- s. "Local Authority Associated Persons" means any person associated with any local authority within the meaning given in section 69 of the Local Government and Housing Act 1989;
- t. [Number not used];

¹ Directors will be appointed to the board which has overall control of, responsibility for and runs all of the Academies within the group subject to delegation of certain functions and duties under the Scheme of Delegation. The composition of the board needs to be considered carefully.

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- T1 "Master Funding Agreement" means the master agreement entered into by the Company and the Secretary of State under section 1 of the Academies Act 2010;
- u. "Member" means a member of the Company and someone who as such is bound by the undertaking contained in Article 8 ;
- v. [Number not used];
- w. "Office" means the registered office of the Company;
- x. "Parent Directors" means the Directors elected or appointed pursuant to Articles 53 – 56C inclusive;
- Y1. "Principal Director" means any Principal appointed as a Director pursuant to Article 51A or 52, as the case may be;
- y. [number not used]
- z. [number not used]
- aa. "Predecessor School" means the predecessor school or schools to the school or schools established by the Company as the case may be;
- bb. "Principals" means the head teachers of the Academies (and "Principal" means the head teacher of one or more of the individual Academies);
- cc. "Principal Regulator" means the body or person appointed as the Principal Regulator under the Charities Act 2006;
- dd. "Relevant Funding Agreements" means the agreement or agreements entered into by the Company and the Secretary of State under section 1 of the Academies Act 2010 for the establishment of each Academy, including any variation or supplemental agreements thereof;
- ee. "Scheme of Delegation" means the legally binding agreement setting out the terms of reference for the delegation of powers and responsibilities by the Directors to the relevant Academy Committee substantially in the form appended to these Articles;²
- ff. "the seal" means the common seal of the Company if it has one;

² Careful thought has been given to the Scheme of Delegation and the form appended has been approved by the Archdiocese of Birmingham. The DfE acknowledge that the Scheme of Delegation, although a legally binding document does not require its approval.

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- gg. “Secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
 - hh. “Secretary of State” means the Secretary of State for Education or successor;
 - ii. “Staff Director” means an employee of the Company who may be appointed as a Director pursuant to Article 50A;
 - jj. “teacher” means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at one or more Academies;
 - kk. “Trustees” means the **NORTHAMPTON ROMAN CATHOLIC DIOCESE TRUSTEE** a body corporate under Part 12 of the Charities Act 2011 for the Trustees of the Northampton Roman Catholic Diocesan Trust (registered Charity Number 234091) of Bishop's House, Marriott Street, Northampton, NN2 6AW ;³
 - ll. “the United Kingdom” means Great Britain and Northern Ireland;
 - mm. words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;
 - nn. subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate;
 - oo. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto.
2. The Company's name is St Francis of Assisi Academies Trust Ltd (and in this document it is called “**the Company**”).
 3. The Company’s registered office is to be situated in England and Wales.

OBJECTS

³ Drafting Note: Insert details of Diocesan Trustees; i.e the land holding body or other ultimate beneficiary of Catholic assets in the event of a winding up of the Company.

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4. The Company's object ("**the Object**") is specifically restricted to the following: to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Catholic schools designated as such ("**the Academies**") offering a broad and balanced curriculum and conducted as Catholic Schools in accordance with the Code of Canon Law of the Latin Church from time to time and the doctrinal, social and moral teachings of the Catholic Church from time to time and following the directives and policies issued by the Diocesan Bishop to ensure that the formation, governance and education of the Academies is based on the principles of Catholic doctrine, and at all times serving as a witness to the Catholic faith in Our Lord Jesus Christ.⁴
5. In furtherance of the Object but not further or otherwise the Company may exercise the following powers:-
 - (a) 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 Company;
 - (b) to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any 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 Object 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 trusts, associations or institutions formed for all or any of the Object;

⁴ Note: the Diocesan Bishop has ecclesial authority under Canon Law to determine and decide whether an Academy may be entitled "catholic". No secular authority has that right. As the Object (Article 4) is the only place in the Articles of Association which refers to the Academy being a catholic institution it is considered important to set out expressly the criteria the Diocesan Bishop uses to decide whether to give his consent to the conversion to academy status and to enshrine this in the Objects Article. This wording has been agreed with the DfE and approved by the Charity Commission.

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- (f) to co-operate with other charities, other independent and maintained schools, voluntary bodies and statutory authorities operating in furtherance of the Object and to exchange information and advice with them;
- (g) to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (h) to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Directors and in so doing shall have regard to the respective ethos and mission statement of each Academy;
- (i) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils;
- (j) to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- (k) to carry out research into the development and application of new techniques in education in particular in relation to the areas of curricular specialisation of each of the Academies 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 and the voluntary sector to the education of pupils 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 Object 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 object (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;

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- (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 insurance to cover the liability of Directors 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 Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors 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 Directors in their capacity as Directors;
- (q) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company;
- (r) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Object.

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

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- 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. Nonetheless a Member who is not also a Director 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 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.
- 6.3 A Director may benefit from any indemnity insurance purchased at the Company's expense to cover the liability of the Directors 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 Company: Provided that any such insurance shall not extend to 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 provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Company.
- 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 benefit in money or money's worth from the 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 on behalf of the Company, but excluding expenses in connection with foreign travel.

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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 the Executive Principal, Principals or any Staff 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 lease are reasonable and proper.

6.8 The Company and its Directors may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

- (a) the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances;
- (b) the Director is absent from the part of any meeting at which there is discussion of:
 - (i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or

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- (ii) his or her performance in the employment, or his or her performance of the contract (unless present solely in his capacity as an employee);
or
 - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.7; or
 - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7.
- (c) the Director 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;
- (d) save in relation to employing or contracting with the Executive Principal, Principals or any Staff Director the other Directors are satisfied that it is in the interests of the Company to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest);
- (e) the reason for their decision is recorded by the Directors in the minute book;
- (f) A majority of the Directors then in office have received no such payments or benefit.
- 6.8A The provision in Article 6.6 (c) that no Director may be employed by or receive any remuneration from the Company (other than the Executive Principal, Principals or any Staff 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 employee of the Company and 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" shall include any company in which the Company:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or

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- (iii) has the right to appoint one or more directors to the board of that company.
 - (b) “Director” shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner;
 - (c) the employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
 - (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director;
 - (v) a member; or
 - (vi) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.
7. The liability of the Members is limited.
8. Every Member undertakes to contribute such amount as may be required (not exceeding £10) to the Company’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 Company’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 Company is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the Members (except to a Member that is itself a charity), but shall be given or transferred (i) to the extent that its objects are exclusively charitable and it is registered as a charity with the Charity Commission to the Trustees, and in so far as effect cannot be given to such provision, then (ii) to some other charity or charities having objects similar to the Object which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 6 above, chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object.

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10. No alteration or addition shall be made to or in the provisions of the Articles without the written consents of the Secretary of State, the Founder Member, the Trustees and the Diocesan Bishop.
11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Company would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Company would cease to be a charity; or (c) that the Company ceases to be operated so as to give effect to the Object.

MEMBERS

12. The Founder Member shall be the sole first Member. Thereafter subsequent Members may be appointed as follows:
 - (a) any person(s) who may be appointed by the Foundation Member under Article 16;
 - (b) any person(s) who may be appointed by the Diocesan Bishop if and to the extent that the circumstances in Article 14 arise; and
 - (c) 1 person who may be appointed by the Secretary of State in the event that the Secretary of State appoints a person for this purpose.
- 12A. The Secretary of State's appointed Member (further to Article 12(c)) shall become a Member upon the Secretary of State delivering, or posting (by registered post), to the Office of the Company a notice appointing a person as his Member.
13. Each of the persons entitled to appoint Members in Article 12 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.
14. If the Founder Member:
 - (a) ceases to exist and is not replaced by a successor institution; or
 - (b) becomes insolvent or makes any arrangement or composition with its creditors generally

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its right to appoint Members under these Articles shall vest in the Diocesan Bishop.

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 mental disorder, illness or injury of managing and administering his or her own affairs; or
 - (c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.
16. The Founder Member may appoint such additional Members as it thinks fit and may remove any such additional Members appointed by it.
- 16A. If and to the extent that the circumstances in Article 14 arise, the Diocesan Bishop may appoint such Members as he thinks fit and may remove any such Members appointed by him.
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. Any Member may resign provided that after such resignation the number of Members is not less than one. A Member shall cease to be one immediately on the receipt by the Company of a notice in writing signed by the person or persons entitled to remove him under Articles 13 or 16 or 16A provided that no such notice shall take effect when the number of Members is less than one unless it contains or is accompanied by the appointment of a replacement Member.

GENERAL MEETINGS

19. The Company 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 Company and that of the next.

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Provided that so long as the Company 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 Directors shall appoint. All general meetings other than Annual General Meetings shall be called general meetings.

20. The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member may call a general meeting.

NOTICE OF GENERAL MEETINGS

21. 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 by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.

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 also state that the Member is entitled to appoint a proxy.

The notice shall be given to all the Members, to the Directors and auditors.

22. 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.

23. 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. Save if the Company has only one Member, two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum.

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24. 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 Members present may determine.
25. The person nominated by the Founder Member to chair general meetings of the Members shall preside as chairman of the meeting, but if such chairman is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Founder Member shall nominate a person present to be chairman of that meeting.
26. [Number not used].
27. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
28. The chairman may, with the consent of a majority of the Members at 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.
29. 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 Companies Act 2006, a poll may be demanded:-
 - (a) by the chairman; or
 - (b) by at least two Members having the right to vote at the meeting; or,
 - (c) 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.
30. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that

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effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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 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.
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

36. On the show of hands every Member present in person shall have one vote.

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On a poll every Member present in person or by proxy shall have one vote.

37. [Number not used].
38. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
39. No objections shall be raised to the qualification of any person to vote at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
40. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and 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) -.

“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 vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company to be held on20[], 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)-

“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 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.

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

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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.

Signed on 20[]”

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;

(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; or

(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 Secretary 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 previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for

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taking the poll.

44. Any organisation which is a Member may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, 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.

DIRECTORS

45. The number of Directors of the Company shall be not less than three but (unless otherwise determined by ordinary resolution of the Members) shall not be subject to any maximum.
- 45A. All Directors shall upon their appointment or election give a written undertaking to the Founder Member substantially in the form annexed to these Articles of Association to uphold the Object of the Company.
46. Subject to Articles 48-49 and 63, the Company shall have the following Directors:
 - (a) such number of Foundation Directors so as to constitute a majority of the Directors by at least two (2) from time to time and shall be appointed under Article 50. No such Foundation Director shall be or become an employee of the Company;
 - (b) a maximum of two (2) Staff Directors appointed under Article 50A;
 - (c) two (2) Parent Directors appointed under Articles 53-56C;
 - (d) a maximum of 2 of the Principals of the Academies may be appointed as Directors under Articles 51A and 52;
 - (e) the Executive Principal (if any) appointed in accordance with Article 57A;
 - (f) Any Additional Directors, if appointed under Article 61, 61A or 67A;
 - (g) Any Further Directors, if appointed under Article 62 or Article 67A.

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47. The Company may also have any Co-opted Director appointed under Article 58.
48. The first Directors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.
49. Future Directors shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Director to be appointed or elected due to the fact that an Academy has not yet been established or the Executive Principal has not been appointed, then the relevant Article or part thereof shall not apply.

APPOINTMENT OF DIRECTORS

50. The Diocesan Bishop shall appoint Foundation Directors in accordance with Article 46(a) by written notice delivered to the Office.
- 50A. The Members shall by written notice delivered to the Office appoint Staff Directors through such process as they may determine but shall ensure that the total number of Directors including any Executive Principal or Principal Directors who are employees of the Company does not exceed one third of the total number of Directors.
- 50B. [Number not used].
- 50C. [Number not used].
- 50D. No employee of the Company may be appointed as a Foundation Director and if during the course of his/her appointment the Directors propose to offer that person a contract of employment, upon acceptance of such an appointment that person shall be deemed to have resigned as a Foundation Director.
- 50E. If a Staff Director ceases to work for the Company then he shall be deemed to have resigned and shall cease to be a Director automatically on termination of his work for the Company.

PRINCIPAL DIRECTORS

51. [Number not used].

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- 51A. Up to two (2) of the Principals of the Academies shall be Principal Directors but if the Directors appoint an Executive Principal under Article 57A who is not at the time of his/her appointment already a Principal Director appointed pursuant to this Article 51A then the two appointed Principal Directors shall be deemed to have resigned as Principal Directors immediately before the occurrence of the appointment of the Executive Principal and throughout the period that there is any Executive Principal appointed under Article 57A no Principal Directors shall be appointed.
52. Subject to the appointment of an Executive Principal under Article 57A, if the number of Academies exceeds two (2) the Principals of the Academies shall elect two (2) persons from amongst their number to be the Principal Directors. Any person elected in accordance with this Article shall only remain an Academy Director for as long as he remains a Principal of an Academy. The Directors shall make all necessary arrangements for, and determine all other matters relating to, the election of the Principal Directors in accordance with this Article. Any election of the Principal Directors which is contested shall be held by secret ballot.

PARENT DIRECTORS

53. There shall be two (2) Parent Directors appointed.
54. Parent Directors shall be elected by parents of registered pupils at the Academies. Each elected Parent Director must be a parent of a registered pupil at one of the Academies at the time when he is elected.
- 54A. The number of Parent Directors required shall be made up by Parent Directors appointed by the Directors if the number of parents standing for election is less than the number of vacancies.
55. The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Directors, including any question of whether a person is a parent of a registered pupil at one of the Academies and arrangements for elections of Parent Directors where the number of candidates exceeds the number of vacancies.
56. In appointing a Parent Director the Directors shall appoint a person who is the parent of a registered pupil at an Academy, or where it is not reasonably

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practical to do so, a person who is the parent of a child of compulsory school age.

- 56A. [Number not used].
- 56B. The arrangements made for the election of a Parent Director shall provide for every person who is entitled to vote in the election to have an opportunity to do so by returning his ballot paper by post or by hand to the Office.
- 56C. Where a vacancy for a Parent Director is required to be filled by election, the Directors shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academies is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

EXECUTIVE PRINCIPAL

- 57A. After consulting with the Founder Member, the Directors may appoint an Executive Principal for such period and on such remuneration as they may think fit and any Executive Principal may be removed from that position by the Directors.
57. The Executive Principal shall be a Director for as long as he remains in office as such.

CO-OPTED DIRECTORS

58. The Directors may appoint up to three (3) Co-opted Directors by written notice delivered to the Office for such term (not exceeding four years) upon such conditions as they see fit and provided that if any such Directors are appointed the number of Foundation Directors permitted by Article 46 shall increase proportionately to ensure that a majority by at least two (2) of Directors are Foundation Directors. A 'Co-opted Director' means a person who is appointed to be a Director by being Co-opted by Directors who have not themselves been so appointed. The Directors may not co-opt an employee of the Company as a Co-opted Director if thereby the number of Directors who are employees of the Company would exceed one third of the total number of Directors including the Executive Principal.

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APPOINTMENT OF ADDITIONAL DIRECTORS

59. The Secretary of State may give a warning notice to the Directors which he shall copy to the Founder Member where he is satisfied—
- (a) that the standards of performance of pupils at any of the Academies are unacceptably low, or
 - (b) that there has been a serious breakdown in the way any of the Academies are managed or governed, or
 - (c) that the safety of pupils or staff of any of the Academies is threatened (whether by a breakdown of discipline or otherwise).
60. For the purposes of Article 59 a ‘warning notice’ is a notice in writing by the Secretary of State to the Company delivered to the Office setting out—
- (a) the matters referred to in Article 59;
 - (b) the action which he requires the Directors to take in order to remedy those matters; and
 - (c) the period within which that action is to be taken by the Directors (‘the compliance period’).
61. The Secretary of State may appoint such Additional Directors as he thinks fit (after consultation with the Founder Member) if the Secretary of State has:
- (a) given the Directors a warning notice in accordance with Article 59; and
 - (b) the Directors have failed to comply, or secure compliance, with the notice to the Secretary of State’s satisfaction within the compliance period.
- 61A The Secretary of State may also appoint such Additional Directors (after consultation with the Founder Member) where following an inspection by the Chief Inspector in accordance with the Education Act 2005 (an “Inspection”) an Academy receives an Ofsted grading (being a grade referred to in The Framework for School Inspection or any modification or replacement of that document for the time being in force) which amounts to a drop, either from one Inspection to the next Inspection or between any two Inspections carried out within a 5 year period, of two Ofsted grades. For the purposes of the

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foregoing the grade received by the predecessor school as defined in the Relevant Funding Agreement shall be regarded as the grade received by the Academy.

62. The Secretary of State may also appoint such Further Directors as he thinks fit (after consultation with the Founder Member) if a Special Measures Termination Event (as defined in the Relevant Funding Agreement) occurs in respect of any Academy.
- 62A. The Secretary of State acknowledges that any right to appoint Additional or Further Directors pursuant to Articles 61, 61A and 62 shall be subject to the terms of the Master Funding Agreement in so far as it purports to restrict the freedom of the Secretary of State to appoint Additional Directors and Further Directors.
63. Within 5 days of the Secretary of State appointing any Additional Directors or Further Directors in accordance with Articles 61, 61A or 62, any Foundation Directors appointed under Article 50 and holding office immediately preceding the appointment of such Additional Directors or Further Directors, shall resign immediately and the Diocesan Bishop's power to appoint Foundation Directors under Article 50 shall remain suspended until the Secretary of State removes one or more of the Additional Directors or Further Directors.

TERM OF OFFICE

64. The term of office for any Director shall be 4 years, save that this time limit shall not apply to the Executive Principal or any other post which is held ex officio while such persons remain in those positions and employed by the Company. Subject to remaining eligible to be a particular type of Director, 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 Company (but only if at least three (3) 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. This Article does not apply in respect of a Parent Director.

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67. Where a Director resigns his office or is removed from office, or is deemed to have resigned in the circumstances set out in Articles 142 and/or 143, the Director or, where he is removed from office, those removing him, shall give written notice thereof to the Secretary sent to the Office.
- 67A. Where an Additional Director or Further Director appointed pursuant to Articles 61, 61A or 62 ceases to hold office as a Director for any reason, other than being removed by the Secretary of State, the Secretary of State shall be entitled to appoint an Additional or Further Director in his place.
- 67B Each of the persons entitled to appoint Directors in Articles 50, 50A, 51A, 57A, 58, 61, 61A or 62 shall have the right from time to time by written notice delivered to the Office to remove any Director appointed by them and to appoint a replacement Director to fill a vacancy whether resulting from such removal or otherwise.

DISQUALIFICATION OF DIRECTORS

68. No person shall be qualified to be a Director 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 Director.
69. A Director shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
70. A Director shall cease to hold office if he is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated.
71. A person shall be disqualified from holding or continuing to hold office as a Director if—
- (a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
 - (b) he is the subject of a bankruptcy restrictions order or an interim order.
72. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act

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1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

73. A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Companies Act 2006 or 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).
74. A person shall be disqualified from holding or continuing to hold office as a Director if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission 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.
75. A person shall be disqualified from holding or from continuing to hold office as a Director at any time when he is:
 - (a) included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - (b) disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
 - (c) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006)
76. A person shall be disqualified from holding or continuing to hold office as a Director if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
77. A person shall be disqualified from holding or continuing to hold office as a Director where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

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78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if he has not provided to the chairman of the Directors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman of the Directors or the Executive Principal confirm their unsuitability to work with children that person shall 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.
79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the Secretary at the Office.
80. Articles 68 to 79 and Articles 97 to 98 also apply to any member of any committee of the Directors, including a Academy Committee, who is not a Director.

SECRETARY TO THE DIRECTORS

81. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The Secretary shall not be a Director or a Principal. Notwithstanding this Article, the Directors may, where the Secretary fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Secretary for the purposes of that meeting.

CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS

82. The Directors shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number. A Director who is employed by the Company shall not be eligible for election as chairman or vice-chairman.
83. Subject to Article 84, the chairman or vice-chairman shall hold office as such

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until his successor has been elected in accordance with Article 85.

84. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Secretary at the Office. The chairman or vice-chairman shall cease to hold office if:
- (a) he ceases to be a Director;
 - (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.
85. Where by reason of any of the matters referred to in Article 84, a vacancy arises in the office of chairman or vice-chairman, the Directors shall at their next meeting elect one of their number to fill that vacancy.
86. 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 chair for the purposes of the meeting.
87. Where in the circumstances referred to in Article 86 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Directors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Director elected shall not be a person who is employed by the Company.
88. The Secretary shall act as chairman during that part of any meeting at which the chairman is elected.
89. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
90. The Directors may remove the chairman or vice-chairman from office in accordance with these Articles.
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:

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- (a) 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
 - (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.
92. Before the Directors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Director or Directors 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 DIRECTORS

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the 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 which a quorum is present may exercise all the powers exercisable by the Directors.
94. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely:
- (a) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Object 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 Object;
 - (b) to enter into contracts on behalf of the Company.
95. In the exercise of their powers and functions, the Directors may consider any advice given by the Executive Principal and any other executive officer.

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96. Any bank account in which any money of the Company is deposited shall be operated by the Directors in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Directors.

CONFLICTS OF INTEREST

97. Any Director who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Director shall disclose that fact to the Directors as soon as he becomes aware of it. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any duty or personal interest (including but not limited to any Personal Financial Interest).
98. For the purpose of Article 97, a Director has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Director as permitted by and as defined by Articles 6.5-6.9.

THE MINUTES

99. The minutes of the proceedings of a meeting of the Directors 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 Directors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
- (a) all appointments of officers made by the Directors; and
 - (b) all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

COMMITTEES

100. Subject to these Articles, the Directors:
- (a) may appoint separate committees to be known as Academy Committees for each Academy and the Directors shall be free to appoint one

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committee for several Academies if they so wish; and

(b) may establish any other committee that will contribute to the effective performance of the Company and/or any Academy.

101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Academy Committees) a majority of members of any such committee shall be Directors. Except in the case of a Academy Committee, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.
102. The power of delegation exercised under Article 105 in relation to the establishment of an Academy Committee for an Academy shall be by way of Scheme of Delegation. The Scheme of Delegation to be put in place for each Academy following incorporation shall be as the Scheme of Delegation attached to these Articles.
103. Each person appointed or elected to be an Academy Representative of any type shall prior to taking up his position as an Academy Representative and voting on any matter at a meeting of the Academy Committee give a written undertaking to the Directors and the Founder Member to uphold the Object of the Academy Trust in the form of the deed of adherence annexed to the relevant Scheme of Delegation
104. [Number not used]

DELEGATION

105. The Directors may delegate to any Director, committee (including any Academy Committee), the Executive Principal or any other 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 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

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committee (including any Academy Committee), any Director, the Executive Principal or any other 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.

EXECUTIVE PRINCIPAL AND PRINCIPALS

107. After consultation with the Founder Member the Directors shall appoint the Principals of the Academies. The Directors may delegate such powers and functions as they consider are required by the Executive Principal (if appointed) and 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 Secretary. In exercising his functions under this Article the Secretary 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 Secretary, requisition a meeting of the Directors; and it shall be the duty of the Secretary 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

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meeting:

(a) notice in writing thereof, signed by the Secretary, and sent to each Director at the address provided by each Director from time to time; and

(b) 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 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.

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

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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.

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. If the Secretary of State has appointed Additional Directors or Further Directors then a majority of the quorum must be made up of Additional or Further Directors or if there is an insufficient number of Additional Directors and/or Further Directors so as to constitute a majority, then all the Additional Directors and/or Further Directors must be present.
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 quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.
119. The quorum for the purposes of:
 - (a) appointing a Parent Director under Articles 54A;
 - (b) any vote on the removal of a Director in accordance with Article 66;
 - (c) any vote on the removal of the chairman of the Directors in accordance with Article 90;shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors entitled to vote on those respective matters.
120. Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote.
121. Subject to Articles 117-119, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.
122. The proceedings of the Directors shall not be invalidated by

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- (a) any vacancy among their number; or
 - (b) any defect in the election, appointment or nomination of any Director.
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 (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several 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,
- are, as soon as is reasonably practicable, made available at every Academy to persons wishing to inspect them.
125. There may be excluded from any item required to be made available in pursuance of Article 124, any material relating to—
- (a) a named teacher or other person employed, or proposed to be employed, at any Academy;
 - (b) a named pupil at, or candidate for admission to, any Academy; and
 - (c) any matter which, by reason of its nature, the Directors are satisfied should remain confidential.
126. Any Director shall be able to participate in meetings of the Directors by telephone or video conference provided that:
- (a) he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of

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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 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 Secretary or by a second Director.

ACCOUNTS

129. Without prejudice to the Company's obligations to prepare non-exempt charity accounts and file these with the Secretary of State and the Principal Regulator as set out in the Master Funding Agreement, the Company's annual accounts shall be prepared and filed in accordance with the relevant and appropriate Statement of Recommended Practice in force from time to time and parts 15 and 16 of the Companies Act 2006.

ANNUAL REPORT

130. To the extent required by law, the Directors shall prepare the Company's Annual Report in accordance with the relevant and appropriate Statement of Recommended Practice in force from time to time.

ANNUAL RETURN

131. Without prejudice to the Company's obligations to prepare an annual return in accordance with the Charities Act 1993 (or any statutory re-enactment or modification of that Act) and file an annual return with the Secretary of State

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and the Principal Regulator as set out in the Master Funding Agreement, the Directors shall comply with their obligations under Part 24 of the Companies Act 2006 with regard to the preparation and submission of an annual return to the Registrar of Companies.

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 these Articles, "Address" in relation to electronic communications, 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 or addresses, 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, where necessary, of the purposes for which it was called.
135. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators 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 or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

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INDEMNITY

136. Subject to the provisions of the Companies Act 2006 every Director or former Director and any member of any Academy Committee and any other officer and the auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in the actual or purported execution and/or discharge of his duties, or in relation to them, including in each case in defending any proceedings, whether civil or criminal, in which judgment is given in 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 Company.

RULES

137. The Directors 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 by such rules or bye laws regulate:
- (a) subject to any agreement between the Members, the conduct of Members of the Company in relation to one another, and to the Company's servants;
 - (b) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - (c) the procedure at general meetings and meetings of the Directors and committees of the Directors and meetings of the Academy Committees in so far as such procedure is not regulated by the Articles and/or the Scheme of Delegation; 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 all such rules or bye laws, which shall be binding on all Members. Provided that no rule or bye law shall be

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inconsistent with, or shall affect or repeal anything contained in the Articles.

AVOIDING INFLUENCED COMPANY STATUS

139. Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in general meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis so as to give effect to this Article 139.
140. No person who is a Local Authority Associated Person may be appointed as a Director if, once the appointment had taken effect, the number of Directors who are Local Authority Associated Persons would represent 20% or more of the total number of Directors. Upon any resolution put to the Directors, the maximum aggregate number of votes exercisable by any Directors who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Directors on such a resolution and the votes of the other Directors having a right to vote at the meeting will be increased on a pro-rata basis so as to give effect to this Article 140.
141. No person who is a Local Authority Associated Person is eligible to be appointed to the office of Director unless his appointment to such office is authorised by the local authority to which he is associated.
142. If at the time of either his becoming a Member of the Company or his first appointment to office as a Director any Member or Director was not a Local Authority Associated Person but later becomes so during his membership or tenure as a Director he shall be deemed to have immediately resigned as a Member and/or resigned from his office as a Director as the case may be.
143. If at any time the number of Directors or Members who are also Local Authority Associated Persons would (but for Articles 139 to 142 inclusive) represent 20% or more of the total number of Directors or Members (as the case may be) then a sufficient number of the Directors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Directors or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Directors or Members (as the case may be) is never equal to or

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greater than 20% of the total number of Directors or Members (as the case may be). Directors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment date the most recently appointed resigning first.

144. The Members will each notify the Company and each other if at any time they believe that the Company or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act).

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Annexure 1

Scheme of Delegation



*DIOCESE OF NORTHAMPTON
NORES - OFFICE FOR RELIGIOUS EDUCATION,
EVANGELISATION, CATECHESIS AND SCHOOLS*



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[NAME OF THE MULTI-ACADEMY COMPANY]

And

[NAME OF THE ACADEMY]

SCHEME OF DELEGATION

EFFECTIVE DATE: []

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THIS DEED is dated

20[]

PARTIES

1. [Name of the multi-academy company] (the "Company")
2. The Academy Representatives of [name of Academy] (which are individually referred to in this agreement as an Academy Representative (of any type) and collectively referred to as "Academy Representatives" or as the "Academy Committee". Those terms shall include all successor, replacement and additional Academy Representatives of [name of Academy]);
3. The Founder Member; and
4. The Diocesan Bishop.

1. BACKGROUND

- 1.1. As a charity and company limited by guarantee, [name of multi-academy company] (the "Company") is run by a Board of Directors (the "Directors") who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company (the "academies").
- 1.2. The Company, acting by its Directors, is accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education it provides and the Directors are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3. As all of the academies which are, or may become, part of the Company are Catholic schools, designated as such, the Directors are also accountable to the Diocesan Bishop and to the Founder Member to ensure that the Academy is conducted as a Catholic school in accordance with the Code of Canon Law of the Latin Church from time to time and the doctrinal, social and moral teachings of the Catholic

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Church from time to time and following the directives and policies issued by the Diocesan Bishop to ensure that the formation, governance and education of the Academy is based on the principles of Catholic doctrine, and at all times serving as a witness to the Catholic faith in Our Lord Jesus Christ.

- 1.4. This document, known as a "Scheme of Delegation" and referred to throughout the rest of this document as "the Scheme", explains the ways in which the Directors fulfil their responsibilities for the governance, leadership and management of this Academy.
- 1.5. Except as expressly provided in this Scheme, words and expressions as defined in the Articles or in the Master Funding Agreement or in the Supplemental Agreement relevant to this Academy shall have the same meanings in this Scheme as is ascribed to them in those documents. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

2. **AGREED TERMS**

- 2.1. From the Effective Date stated on page one of this Scheme, [*name of Academy*] is a Catholic Academy established by the Company ("the Academy") and the persons listed in Schedule 1 of this Scheme of Delegation are the first Academy Representatives appointed to serve on the Academy Committee for [*name of Academy*].
- 2.2. This Scheme is a binding legal agreement between the Company (acting by its Directors from time to time), the Founder Member, the Diocesan Bishop and the Academy Representatives of the Academy setting out their respective roles and responsibilities and the commitments to each other to ensure the success of the Academy. The Scheme has been put in place in accordance with the provisions of the Company's Articles of Association (the "Articles") and it should be read in conjunction with those Articles.
- 2.3. Each of the Academy Representatives hereby acknowledges that they have been provided with, have read and understood the terms of:
 - 2.3.1. The Articles, a copy of which is annexed as Schedule 9 to this

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Scheme;

- 2.3.2. The Master Funding Agreement, a copy of which is annexed as Schedule 10 to this Scheme;
 - 2.3.3. The Supplemental Agreement applicable to the Academy, a copy of which is annexed as Schedule 11 to this Scheme;
 - 2.3.4. The lease entered into by the Company as tenant with the Trustees as landlord, a copy of which is annexed as Schedule 12 to this Scheme (“the Buildings Lease”);and
 - 2.3.5. The lease entered into by the Company as tenant with [*insert details of the relevant Local Authority*] as landlord, a copy of which is annexed as Schedule 13 to this Scheme (“the Playing Fields Lease”); and
 - 2.3.6. *list any other documents if appropriate*].
- 2.4. Each of the Academy Representatives agrees to comply with the terms of the documents listed in sub-clauses 2.3.1 to [2.3.5/2.3.6] inclusive and the Scheme throughout the term of their appointment to the Academy Committee and shall use all reasonable endeavours to carry out and comply with the policies (including all the policies referred to in clause 8.2 of this Scheme), and all directions and instructions issued by the Directors, the Founder Member and/or the Diocesan Bishop and not, whether by their acts or omissions, to do anything to put the Directors in breach of their obligations under these documents insofar as their terms are applicable to the Academy.

3. **MISSION**

- 3.1. The Academy’s shared mission within the Company is to be part of the Church’s mission, to make Christ known to all people, placing Christ and the teaching of the Catholic Church at the centre of people’s lives.
- 3.2. By putting Christ and the teaching of the Catholic Church at the centre of the educational enterprise the Academy roots: pupils’ spiritual, moral, social and cultural development; the quality of teaching and

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learning; and the formation of culture and of our society, in Him⁵.

3.3. This educative mission is pursued through the Academy's interaction with all other academies in the communion, the local Church, families, the wider educational community and society at large.

3.4. The Academy shall collaborate with other academies in the Company and also co-operate with: other Catholic schools and academies; other local schools; charities; statutory bodies; and voluntary bodies based on the call of the Gospel, to serve those in need.

4. **DIRECTORS' POWERS AND RESPONSIBILITIES**

4.1. The Directors have a duty to act in the fulfilment of the Company's objects. The Directors also have a duty to the Founder Member to uphold the Object of the Company and to have regard to any advice of the Founder Member and/or the Diocesan Bishop and to follow any directives issued by them.

4.2. The Directors have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of the academies and in particular this Academy as a Catholic school. This is largely exercised through setting policy and strategic planning. It is managed through setting up a strategic framework for running, improving, building capacity and securing the future of the academies both collectively and individually by:

4.2.1. Setting the aims and objectives for the academies;

4.2.2. Setting policies to achieve those aims and objectives;

4.2.3. Setting priorities for the key areas for improvement for the academies, which affects resourcing;

4.2.4. Setting targets to achieve the aims and objectives and focus improvement for the academies;

4.2.5. Setting the strategic improvement plan to meet the targets, to reflect the priorities, and in accordance with the policies achieve the aims

⁵ Christ at the Centre by Rev Marcus Stock STL MA

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and objectives for the academies;

- 4.2.6. Reviewing the progress of the strategic improvement plan;
- 4.2.7. Monitoring and evaluating the impact of the strategic plan towards achieving the aims and objectives for the academies;
- 4.2.8. Reviewing the effectiveness of the strategic framework (i.e. the aims and objectives and whether or not the policies are effective and priorities and targets are achieved) in light of the progress and measurable outcomes in the academies.
- 4.3. The Directors have the power to direct change where required.
- 4.4. Article 100 provides for the Directors to establish one committee for several or all of the academies if they so wish and any committee that will contribute to the effective performance of the Company and/or any Academy.
- 4.5. The Directors will establish the number of core committees of Directors that they judge necessary to undertake the key strategic functions required for running all the academies in a collaborative manner. Article 101 allows for committees of Directors to include others but the Directors must be in the majority.
- 4.6. Through those core committees of Directors the Company will:
 - 4.6.1. Secure the mission shared by all of the academies, drive strategy to provide quality Catholic education across the communities of each of the academies and, by working in communion, give witness to the Catholic faith in action;
 - 4.6.2. Raise standards and improve provision across all the academies;
 - 4.6.3. Achieve best value for money in the resources and services secured and deployed to meet the needs of all aspects of organisation, management and administration of the academies.
- 4.7. The Directors' core committees will focus on:
 - 4.7.1. securing the Catholic character; individual accountability, collective

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responsibility and collaborative action; self-evaluation and improvement planning; succession planning and leadership formation and development; admissions; standards and performance; data tracking and analysis; policies for curriculum, teaching, learning, assessment, monitoring, evaluation and review; strategic financial management of budgets, resources and services.

- 4.7.2. Also, through their manner of working, Directors will grow and develop a competitive collaborative culture in order to raise standards in all the academies.
- 4.8. Article 100 also provides for the Directors to appoint committees for each of the academies ("Academy Committees") and Article 102 provides for the Directors to delegate responsibility to ensure there is local representation in the running of each Academy rooted within its specific local school, parental, parish and neighbourhood communities.
- 4.9. The constitution, membership and proceedings of any committee shall be determined by the Directors in consultation with the Diocesan Bishop and the Founder Member and this Scheme expresses such matters as well as acknowledging the authority delegated to the Academy Committee in order to enable the Academy Committee to contribute to the running of the Academy and fulfil the Academy's mission.
- 4.10. All Foundation Directors shall comply with those procedures for appointment required by the Diocesan Bishop, acting through his agent, the office for Religious Education Evangelisation Catechesis and Schools ("NORES").

5. **THE ACADEMY REPRESENTATIVES**

- 5.1. The Diocesan Bishop has the right to appoint Foundation Directors and he also has the right to appoint Academy Foundation Representatives.
- 5.2. Through the appointment of Foundation Directors to the Board of Directors the Diocesan Bishop's purpose is to bind together all of the

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academy communities beyond their own boundaries to:

- 5.2.1. secure the quality of Catholic education;
 - 5.2.2. strengthen the Church; and
 - 5.2.3. benefit the common good in accordance with the message of the Gospel.
- 5.3. Through the appointment of Academy Foundation Representatives to the Academy Committee the Diocesan Bishop's purpose is to:
- 5.3.1. strengthen the voice of the local Catholic community in determining the strategic direction of the Academy;
 - 5.3.2. build parental and parish commitment to the Academy;
 - 5.3.3. protect the history and traditions of the Academy in a changing educational landscape.
- 5.4. The Directors have the right to appoint Academy Representatives subject to this Scheme.

6. CONSTITUTION OF THE ACADEMY COMMITTEE

6.1. Members of the Academy Committee

- 6.1.1. The number of Academy Representatives who shall sit on the Academy Committee shall be not less than twelve (12) but, unless otherwise determined by the Directors, shall not be subject to any maximum.
- 6.1.2. The Academy Committee shall include the following types of Academy Representatives:
 - 6.1.2.1. A minimum of seven (7) Academy Foundation Representatives, appointed under clause 6.2.1 or such greater number as shall be appointed by the Diocesan Bishop so that at all times the number of Academy Foundation Representatives constitutes a majority of the Academy Representatives serving on the Academy Committee by at least two (2);

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- 6.1.2.2. two (2) Academy Staff Representatives, elected or appointed under clause 6.2.3 and 6.2.4;
 - 6.1.2.3. a maximum of two (2) Academy Parent Representatives elected or appointed under clause 6.2.6;
 - 6.1.2.4. the Principal of the Academy; and
 - 6.1.2.5. any other Academy Representatives appointed by the Directors from time to time ("Academy Additional Representatives").
- 6.1.3. The Directors (all or any of them) shall also be entitled to serve on the Academy Committee and attend any meetings of the Academy Committee. Any Director attending a meeting of the Academy Committee shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Academy Committee.
- 6.1.4. Each person appointed or elected to be an Academy Representative of any type shall prior to taking up his position as an Academy Representative and voting on any matter at a meeting of the Academy Committee either execute this Scheme as a deed in the case of the original appointees as Academy Representatives or enter into a Deed of Adherence in the form annexed as Schedule 2 to the Scheme.
- 6.1.5. During his term as an Academy Representative any such Academy Representative may be appointed as a Director of the Company pursuant to the Articles.
- 6.2. **Appointment of Members of the Academy Committee**
- 6.2.1. The Diocesan Bishop shall appoint at least seven (7) persons to serve on the Academy Committee as Academy Foundation Representatives by written notice delivered to the clerk to the Academy Committee (the "Academy Clerk"), having regard to any recommendations and views of the Directors in relation to ensuring that the people serving on the Academy Committee between them have an appropriate range of skills and experience and due attention is given to succession planning.

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- 6.2.2. Prior to taking up his position as an Academy Foundation Representative and voting on any matter at a meeting of the Academy Committee, each Academy Foundation Member shall, in addition to executing the Deed of Adherence referred to in clause 6.1.4 above, give a written undertaking to the Diocesan Bishop substantially in the form annexed as Schedule 3.
- 6.2.3. Without taking into account the Principal, if the number of employees at the Academy is one or two, those employees shall by virtue of their employment be the Staff Academy Representatives.
- 6.2.4. Without taking into account the Principal, if the number of employees at the Academy exceeds two, the staff of the Academy (excluding the Principal) shall elect two of their number to serve on the Academy Committee through such process as they may determine, provided that the total number of such persons (including the Principal) does not exceed one third of the total number of persons on the Academy Committee. The positions held by those employed at the Academy (e.g. teaching and non-teaching) may be taken into account when considering nominations.
- 6.2.5. The Principal of the Academy shall be treated for all purposes as being an ex officio member of the Academy Committee.
- 6.2.6. Subject to clause 6.2.10, each Academy Parent Representative to the Academy Committee shall be elected by parents of registered pupils at the Academy and must be a parent of a pupil at the Academy at the time when he is elected.
- 6.2.7. The Academy Committee shall make all necessary arrangements for, and determine all other matters relating to, an election of an Academy Parent Representative to the Academy Committee, including any question of whether a person is a parent of a registered pupil at the Academy and arrangements for elections of Academy Parent Representatives to the Academy Committee where the number of candidates exceeds the number of vacancies.
- 6.2.8. The arrangements made for the election of an Academy Parent Representative to the Academy Committee shall provide for every

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person who is entitled to vote in the election to have an opportunity to do so by returning his ballot paper by post or by hand to the secretary of the Academy Committee.

- 6.2.9. Where a vacancy for an Academy Parent Representative to the Academy Committee is required to be filled by election, the Academy Committee shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 6.2.10. The required number of Academy Parent Representatives to the Academy Committee shall be made up by persons appointed by the Academy Committee if the number of parents standing for election is less than the number of vacancies.

6.3. **Term of Office**

- 6.3.1. The term of office for any Academy Representative to serve on the Academy Committee shall be four (4) years save that this time limit shall not apply to the person who is an Academy Representative by virtue of him holding the office of Principal. Subject to remaining eligible to be a particular type of Academy Representative, any person may be re-appointed or re-elected as an Academy Representative and serve on the Academy Committee.

6.4. **Resignation and Removal**

- 6.4.1. A person serving on the Academy Committee shall cease to hold office if he resigns his office by notice to the Academy Clerk.
- 6.4.2. A person serving on the Academy Committee shall cease to hold office if he is removed by the person or persons who appointed him. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Academy Committee by a person or persons who appointed him, any breach of the Deed of Adherence, any failure to uphold the values of the Company and/or the Academy or to act in a way which is appropriate

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in light of this Scheme will be taken into account. A person (except an Academy Foundation Representative) may also be removed by the Directors but only after the Directors have given due regard to any representations by the Academy Committee. This clause does not apply in respect of a person who is serving as an elected Academy Representative to the Academy Committee.

6.4.3. If any person who serves on the Academy Committee as an Academy Staff Representative ceases to work at the Academy then he shall be deemed to have resigned and shall cease to serve on the Academy Committee automatically on termination of his work at the Academy.

6.4.4. Where a person who serves on the Academy Committee resigns his office or is removed from office, that person or, where he is removed from office, those removing him, shall give written notice thereof to the Academy Clerk who shall inform the Directors and the Diocesan Bishop.

6.5. **Disqualification of Members of the Academy Committee**

6.5.1. No person shall be qualified to serve on the Academy Committee unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be entitled to serve on the Academy Committee.

6.5.2. A person serving on the Academy Committee shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.

6.5.3. A person serving on the Academy Committee shall cease to hold office if he is absent without the permission of the chairman of the Academy Committee from all the meetings of the Academy Committee held within a period of six months and the Academy Committee resolves that his office be vacated.

6.5.4. A person shall be disqualified from serving on the Academy Committee if:

6.5.4.1. his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or

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- 6.5.4.2. he is the subject of a bankruptcy restrictions order or an interim order.
- 6.5.5. A person shall be disqualified from serving on the Academy Committee at any time when 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).
- 6.5.6. A person serving on the Academy Committee shall cease to hold office if he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011.
- 6.5.7. A person shall be disqualified from serving on the Academy Committee where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- 6.5.8. A person shall be disqualified from serving on the Academy Committee if he refuses to execute this Scheme and/or a Deed of Adherence in substantially the form set out in Schedule 2 within 10 days of his appointment and delivers the same to the secretary of the Academy Committee.
- 6.5.9. After the Academy has opened, a person shall be disqualified from serving on the Academy Committee if he has not provided to the chairman of the Academy Committee a criminal records certificate at an enhanced disclosure level under section 113 of the Police Act 1997. In the event that the certificate discloses any information which would, in the opinion of either the chairman or the Principal, confirm his unsuitability to work with children that person shall 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.

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6.5.10. Where, by virtue of this Scheme, a person becomes disqualified from serving on the Academy Committee; and he was, or was proposed, to so serve, he shall upon becoming so disqualified give written notice of that fact to the Academy Clerk who shall inform the Directors and the Diocesan Bishop.

6.5.11. This clause 6.5 and clause 6.1.4 shall also apply to any member of any committee of the Academy Committee who is not an Academy Representative.

7. **DELEGATED POWERS**

7.1. **General Provisions**

7.1.1. Subject to the provisions of the Companies Act 2006, the Articles and to any directions given by the Members by special resolution, and/or to any Policies and/or directives issued by or on behalf of the Diocesan Bishop, the Directors may delegate functions to the Academy Committee who may exercise the powers of the Company in so far as they relate to the Academy, in accordance with the terms of this Scheme. No alteration of the Articles and no such direction shall invalidate any prior act of the Academy Committee which would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in this Scheme, the powers given by this Scheme shall not be limited by any special power given to the Directors by the Articles or to the Academy Committee by this Scheme and a meeting of the Academy Committee at which a quorum is present may exercise all the powers so delegated.

7.1.2. In general terms, the responsibility of the Directors in so far as the business of the Academy is concerned is to: set the strategic direction; determine the policy and procedures of the Academy; hold the Academy to account and provide challenge and support to the Principal. The Directors are free to decide what constitutes a strategic issue, having regard to all the circumstances.

7.1.3. The Directors shall delegate functions to the Academy Committee that relate to:

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- 7.1.3.1. the Catholic life;
- 7.1.3.2. the day-to-day life of the Academy; the health and safety arrangements; the implementation of the Academy's curriculum plans; the arrangements for teaching and learning;
- 7.1.3.3. the culture and traditions of the Academy as a unique community with a specific school, parish, community and locality, identity and history;
- 7.1.3.4. communication and the appropriate formation of relationships with parents of pupils attending the Academy to work with and support them in their role as primary educators of their children;
- 7.1.3.5. engagement with the parish priest and local Church and parish community to work with and support them as they contribute to the religious, spiritual, moral, social and cultural formation of the pupils in the school;
- 7.1.3.6. relationships with other local schools, agencies and businesses, as well as the wider neighbourhood community, that enhances the quality of education provided by the Academy for its pupils;
- 7.1.3.7. providing evaluative feedback and supporting evidence to the Directors on the impact and effectiveness of both the Company's and the Academy's collective and individual: aims and objectives; policies; targets; and plans.
- 7.1.4. In the exercise of its powers and functions, the Academy Committee may consider any advice given by the Principal and the Directors and the Diocesan Bishop.
- 7.1.5. At all times, the Directors and the Academy Committee shall ensure that the Academy is conducted in accordance with the Object, the terms of the documents listed in sub-clauses 2.1.1 to 2.1.[5/6] inclusive, the Policies referred to in clause 8.2 of this Scheme and any other agreement entered into by the Directors with the Secretary of State for the funding of the Academy.

7.2. **Finance**

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- 7.2.1. In acknowledgement of the receipt by the Company of funds in relation to the Academy, provided by the Secretary of State, donated to the Company and generated from the activities of the Company, the Directors delegate to the Academy Committee the responsibility to manage and expend all monies received on account of the Academy for the purposes of the Academy less an amount to be determined each year by the Directors acting reasonably in order to benefit all the academies working collaboratively.
- 7.2.2. The accounts of the Company shall be the responsibility of the Directors but the Academy Committee shall provide such information relating to the finances and financial affairs of the Academy as often and in such format as the Directors shall reasonably require. Without prejudice to the above, the Academy Committee shall provide monthly management accounts to the Directors.
- 7.2.3. The Academy Committee shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State.
- 7.2.4. The Academy Committee shall inform the Directors and the Founder Member of any need for significant unplanned expenditure and will discuss with the Directors (and others as the Directors shall require) options for identifying available funding.
- 7.2.5. The Academy Committee shall develop appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Company in so far as these relate to the Academy.
- 7.2.6. Both the Company and the Academy Committee acknowledge that neither the Diocesan Bishop nor the Diocesan Trustees have any financial responsibility for the Company or the Academy in any situation and that the Founder Member's financial liability is limited in accordance with the Articles.

7.3. **Premises**

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- 7.3.1. Subject to and without prejudice to clause 7.4, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Academy Committee, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Company (and/or any others) as tenant to the owners of such buildings and facilities.
- 7.3.2. The Academy Committee shall in conjunction with the Directors develop a 5 year estate management strategy to be submitted to the Trustees for their approval that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Academy Committee's responsibility to ensure the buildings and facilities are maintained to a good standard.
- 7.3.3. The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Company subject always to the approval of the Trustees and in accordance with the provisions of the Master Funding Agreement.

7.4. **Insurances**

- 7.4.1. Insuring the land and buildings used by the Academy will be the responsibility of the Company. The Trustees will procure some or all such insurance on the Company's behalf pursuant to the terms of the Buildings Lease but the Company as tenant is required to cover the cost of such insurance for the Academies and the Directors are entitled to deduct a proportion of such contribution relating to the Academy from the budget of the Academy.
- 7.4.2. The Directors shall provide to and use reasonable endeavours to procure for the Academy Committee a copy of each insurance policy taken out by them or on their behalf which insures against any risks relating to the property, premises and activities of the Academy. The Academy Committee shall use all reasonable endeavours to ensure that none of the terms of any of those insurance policies are breached and in the event of any event which will or may give rise to a breach of or claim under any applicable insurance policy the Academy

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Representatives shall immediately notify the Directors.

7.5. **Staff**

7.5.1. The Company's Directors shall be responsible for appointing the Principal and Vice-Principal of the Academy and, where the Academy is a secondary school, the Head of Religious Education and the school Chaplain.

7.5.2. The Academy Committee shall be responsible for the process to appoint other staff and the management of all other staff employed at the Academy provided that the Academy Committee shall:

7.5.2.1. comply with all policies dealing with staff issued by the Directors from time to time;

7.5.2.2. take account of any pay terms set by the Directors;

7.5.2.3. adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors;

7.5.2.4. manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors.

7.5.3. To the fullest extent permitted by law from time to time in connection with the appointment provision or remuneration of teachers at the Academy regard will be made and preference may be given to persons:

7.5.3.1. whose religious opinions are in accordance with the tenets of the Catholic faith; or

7.5.3.2. who attend religious worship in accordance with the tenets of the Catholic faith; or

7.5.3.3. who give or are willing to give religious education at the Academy in accordance with the tenets of the Catholic faith.

7.5.4. Regard may be had in connection with the termination of employment or engagement of any such teacher at the Academy to any conduct on his part which is incompatible with the precepts or with the upholding

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of the tenets of the Catholic faith.

- 7.5.5. To the fullest extent permitted by law from time to time in connection with the appointment, remuneration or promotion of all non-teaching staff in particular without limitation any Chaplain appointed by the Company for the Academy where being of the Catholic faith is an occupational requirement and the application of that requirement is a proportionate means of achieving a legitimate aim having regard to the Object and to the nature or context of the work to be carried out by the member of non-teaching staff in question, then preference may be given to a practising Catholic.
- 7.5.6. To the fullest extent permitted by law from time to time the contract of employment for teaching and other staff used by the Company shall include provisions aimed at securing the employee's commitment to the mission, purposes, aims and objectives of Catholic education and the Object and all employees will be required to have regard to, develop and maintain the Catholic character of the Academy and not do anything detrimental or prejudicial to the interests of the same. Subject to the same being complying with law in force from time to time the Academy's disciplinary procedures must take account of local model policies produced by the Diocesan Bishop.
- 7.5.7. The Academy Committee shall put in place procedures for the proper performance management, professional and personal development of staff, including the Principal, of the Academy.

7.6. **Extended Schools and Business Activities**

- 7.6.1. The undertaking of any activities which may be described as part of the Academy's "extended schools' agenda" or any activities designed to generate business income shall only be undertaken with the Directors' approval and in a manner consistent with any policy set by the Company for extended schools' activities but subject always to the overriding principle that at no time may any such activity carried on by the Academy or which uses any part of the Academy's premises or property or which in any way is connected with or associated with the

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Academy be contrary to the doctrinal, social or moral teachings of the Catholic Church.

7.6.2. The Academy Committee shall also have regard to the viability of such activities, the impact on the Academy's activities and any financial implications, such as the threat of taxation in light of the Company's charitable objects and any threat to funding provided by the Secretary of State.

7.7. **Regulatory Matters**

7.7.1. The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the Company but the Academy Committee shall do all such things as the Directors may specify as being necessary to ensure that the Company is meeting its legal obligations.

8. **OPERATIONAL MATTERS**

8.1. The Academy Committee shall comply with the obligations set out in Schedule 4 which deals with the day to day operation of the Academy Committee.

8.2. The Academy Committee will comply with all policies of the Company and the Diocesan Bishop including without limitation those set out in Schedules 5 to 8 inclusive (collectively "the Policies") and with any amendments or additions to those Policies and with any additional policies communicated to the Academy Committee from time to time (which once communicated shall become one of the Policies).

8.3. All the Academy Representatives have a duty to act with integrity, objectivity and honesty in the best interests of the Company and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.

8.4. The Academy Committee shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.

8.5. The Academy Committee shall submit to any inspections by the

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Directors and any inspections pursuant to section 48 of the Education Act 2005 and any additional canonical inspections and visitations of any person appointed by the Directors in consultation with the Diocesan Bishop for the purpose of ensuring that the Academy is being conducted in accordance with canon law and is following the practices and teachings of the Catholic Church and in order to allow the Diocesan Bishop to assess how well the Academy is being managed in light of the additional responsibilities and expectations of Catholic schools which are academies.

- 8.6. The Academy Committee shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that closure or termination of the relevant Funding Agreement is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Academy Committee under this Scheme in such circumstances.

9. **REVIEW**

- 9.1. This Scheme shall operate from the Effective Date in respect of the named Academy.
- 9.2. The Scheme shall not be amended unless the amendment is approved in writing by the Founder Member in its absolute discretion.
- 9.3. The Founder Member may in its absolute discretion alter any provisions of this Scheme and may review the Scheme on a periodic basis as determined by the Founder Member (which may be annually). An amended Scheme, once communicated to the Academy Committee and the Company shall be binding on all the parties to it.
- 9.4. In considering any material changes to this Scheme, the Founder Member will have regard to and give due consideration of any views of the Directors and/or Academy Committee.

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Schedule 1

List of Academy Representatives

[List]

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Schedule 2

**Deed of Adherence to be executed by each Academy Representative
on being appointed (clause 8.1.4)**

[Date]

[Name of Academy]

DEED OF ADHERENCE

BETWEEN

THE COMPANY

AND

THE FOUNDER MEMBER

AND

***[NAME OF EACH SUBSEQUENT ACADEMY REPRESENTATIVE
APPOINTEE]***

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1. **THIS DEED** is dated *[insert date]*
2. **PARTIES**
 - 2.1. *[Name of multi-academy company]* (the “Company”)
 - 2.2. *[Name of the new Academy Representative]*; and
 - 2.3. The Founder Member.
3. **BACKGROUND**
 - 3.1. *[Name of the new Academy Representative]* [is nominated] [is appointed] [has been duly elected] as an Academy [Foundation] [Staff] [Principal] [Parent] [Additional] Representative for *[insert name of Academy]* under the provisions of [6.2.1] [6.2.3] [6.2.4] [6.2.5] [6.1.2.5] of the relevant Academy’s Scheme.
4. **AGREED TERMS**
 - 4.1. **Interpretation**
 - 4.1.1. Words and expressions used in this Deed shall, unless the context expressly requires otherwise, have the meaning given to them in, and be interpreted in accordance with the Scheme.
 - 4.2. **Adherence to the Scheme**
 - 4.2.1. *[Name of new Academy Representative]* hereby:
 - 4.2.2. confirms [he/she] [is nominated][is appointed][has been duly elected] as an Academy [Foundation] [Staff] [Principal] [Parent] [Additional] Representative for *[insert name of Academy]* and accepts and is willing and able to fulfil the duties of that office.
 - 4.2.3. acknowledges to the Company and the Founder Member that [he/she] has been provided with, has read and understood the terms of:
 - 4.2.3.1. the Articles;
 - 4.2.3.2. the Master Funding Agreement;

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- 4.2.3.3. the Supplemental Agreement applicable to the Academy;
- 4.2.3.4. the lease entered into by the Company as tenant with the Trustees as landlord, (the Buildings Lease);
- 4.2.3.5. the lease entered into by the Company as tenant with [*insert details of the relevant Local Authority*] as landlord, (the Playing Fields Lease); [and]
- 4.2.3.6. the Scheme of Delegation for the Academy together with the Policies annexed to it and/or which are current at the date of commencement of my appointment ("the Scheme"); and
- 4.2.3.7. *list any other documents if applicable*].
- 4.2.4. undertakes to the Company and the Founder Member to comply with the terms of the documents listed above throughout the term of [his/her] appointment as an Academy Representative for the Academy and shall use all reasonable endeavours to carry out and comply with the policies, directions and instructions issued by the Directors, the Founder Member and/or the Diocesan Bishop and not, whether by any act or omission, breach or to do anything to put the Directors in breach of their obligations under the Articles and/or the Relevant Funding Agreement insofar as their terms are applicable to the Academy.
- 4.2.5. undertakes to the Company and the Founder Member to uphold the Object of the Company.
- 4.3. **Variation of the Scheme**
 - 4.3.1. Schedule 1 to the Scheme (the list of Academy Representatives from time to time) shall be amended as set out in Schedule 1 to this Deed. All other terms of the Scheme shall be unaffected by this Deed and the Scheme shall remain in full force and effect.
- 4.4. **Governing Law and Jurisdiction**
 - 4.4.1. This Deed and any disputes or claims arising out of or in connection with its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the

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law of England and Wales.

- 4.4.2. The parties irrevocably agree that the courts of England and Wales have exclusive jurisdiction to settle any dispute or claim that arises out of or in connection with this agreement, its subject matter or formation (including non-contractual disputes or claims).
- 4.5 This document has been executed as a deed and is delivered and takes effect on the date stated at the beginning of it.

Schedule 1 to Deed of Adherence

List of Academy Representatives from the date of the Deed

[Insert List]

This Deed of Adherence is signed as a **DEED** by *[Name of Academy Representative]*

Signature of Academy

Representative:.....

Name of Academy

Representative:.....

In the presence of a witness:

Name of Witness:

Signature of Witness:

Address of Witness:

.....

Schedule 3

ACADEMY FOUNDATION REPRESENTATIVES

UNDERTAKING TO THE DIOCESAN BISHOP

Name:

Address:

.....

I hereby recognise and confirm that:

- I am a practising Catholic in full communion with the See of Rome, and I am not the subject of any canonical censure or penalty.
- My appointment places a legal duty upon me to ensure that the religious character of the Academy is preserved and developed and that the Academy is conducted in accordance with the Object of the Multi-Academy Company [Article 4].
- My appointment requires me to comply with the provisions of Canon Law, the teachings of the Catholic Church and such determinations made by the Archbishop and his Trustees and their agent, the Diocesan Education Service, in respect of the Academy.
- I understand that I may be removed from office by the person or persons who have appointed me.
- I am willing to attend training for Academy Foundation Representatives during my course of service as requested by the Diocesan Education Service.
- I have read and understood the Scheme and all annexed and appended documents.
- I understand that if any subsequent grounds for disqualification come to light, my appointment as an Academy Foundation Representative will be terminated.

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- For the good of the mission of the Catholic Church and of Catholic education in the Catholic Diocese of Northampton, I am willing to be called by His Grace the Bishop of Northampton to serve as an Academy Foundation Representative.

Signed:

Date:

Schedule 4

FUNCTIONING OF THE ACADEMY COMMITTEE

1. CHAIRMAN AND VICE-CHAIRMAN OF THE ACADEMY COMMITTEE

1.1. The Academy Representatives to the Academy Committee shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph 1.3. The chairman's position shall always be held by an Academy Foundation Representative. An Academy Foundation Representative who is at the time of election already a Director of the Company shall be eligible for election as chairman or vice-chairman. The Principal of the Academy is not eligible to stand for election as chairman or vice-chairman.

1.2. Subject to paragraph 1.4, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with this clause 1.

1.3. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Academy Clerk who shall notify the Directors. The chairman or vice-chairman shall cease to hold office if:

1.3.1. he ceases to serve on the Academy Committee;

1.3.2. he is employed by the Company whether or not at the Academy;

1.3.3. he is removed from office in accordance with this Scheme; or

1.3.4. in the case of the vice-chairman, he is elected in accordance with this Scheme to fill a vacancy in the office of chairman.

1.4. Where by reason of any of the matters referred to in paragraph 1.3, a vacancy arises in the office of chairman or vice-chairman, the Academy Representatives shall at the next meeting of the Academy Committee elect one of their number to fill that vacancy.

1.5. 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

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the chair for the purposes of the meeting.

- 1.6. Where in the circumstances referred to in paragraph 1.5 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Academy Representatives shall elect one of their number to act as a chairman for the purposes of that meeting; the Principal may not be elected.
- 1.7. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
- 1.8. The chairman or vice-chairman may only be removed from office by the Directors at any time or by the Academy Committee in accordance with this Scheme.
- 1.9. A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Academy Committee shall not have effect unless:
 - 1.9.1. it is confirmed by a resolution passed at a second meeting of the Academy Committee held not less than fourteen days after the first meeting; and
 - 1.9.2. 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.
- 1.10. Before a resolution is passed by the Academy Committee at the relevant meeting as to whether to confirm the previous resolution to remove the chairman or vice-chairman from office, the person or persons 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.

2. **CONFLICTS OF INTEREST**

- 2.1. Any Academy Representative who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a member of the Academy Committee shall disclose that fact

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to the Academy Committee as soon as he becomes aware of it. An Academy Representative must absent himself from any discussions of the Academy Committee in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

- 2.2. For the purpose of paragraph 2.1, a person has a Personal Financial Interest if he is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.
- 2.3. In any conflict between any provisions of this Scheme and the Articles, the provision of the Articles shall prevail.
- 2.4. Any disagreement between the Principal and any of the other Academy Representatives shall be referred to the Directors for their determination.

3. **THE CLERK**

- 3.1. The Directors must appoint a clerk to each Academy Committee (the "Academy Clerk").
- 3.2. The Principal cannot be appointed Academy Clerk to the Academy Committee.
- 3.3. If the Academy Clerk does not attend an Academy Committee meeting the Academy Representatives can appoint a member of the committee (but not the Principal) to act as Academy Clerk for that meeting.

4. **THE MINUTES**

- 4.1. The minutes of the proceedings of a meeting of the Academy Committee shall be drawn up and entered into a book kept for the purpose by the Academy Clerk or the person authorised to keep the minutes of the Academy Committee; and shall be signed (subject to the approval of the members of the Academy Committee) at the same

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or next subsequent meeting by the person acting as chairman thereof.

- 4.2. The chairman shall ensure that copies of minutes of all meeting of the Academy Committee shall be provided to the Directors and the Founder Member as soon as reasonably practicable after those minutes are approved.

5. **MEETINGS OF THE ACADEMY COMMITTEE**

- 5.1. Subject to this Scheme, the Academy Committee may regulate its proceedings as the Academy Representatives think fit.

- 5.2. The Academy Committee shall meet at least three times in every school year. Meetings of the Academy Committee shall be convened by the Academy Clerk to the Academy Committee. In exercising his functions under this Scheme the Academy Clerk shall comply with any direction:

- 5.2.1. given by the Directors or the Academy Committee; or

- 5.2.2. given by the chairman of the Academy Committee or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Academy Committee, so far as such direction is not inconsistent with any direction given as mentioned in paragraph 5.2.1 above.

- 5.3. Any three Academy Representatives may, by notice in writing given to the Academy Clerk, requisition a meeting of the Academy Committee; and it shall be the duty of the Academy Clerk to convene such a meeting as soon as is reasonably practicable.

- 5.4. Each Academy Representative shall be given at least seven clear days before the date of a meeting:

- 5.4.1. notice in writing thereof, signed by the Academy Clerk and sent to each Academy Representative at the address provided by each Academy Representative from time to time; and

- 5.4.2. a copy of the agenda for the meeting;

- 5.4.2.1. provided that where the chairman or, in his absence or where there is

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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.

- 5.5. 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.
- 5.6. A resolution to rescind or vary a resolution carried at a previous meeting of the Academy Committee shall not be proposed at a meeting of the Academy Committee unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 5.7. A meeting of the Academy Committee shall be terminated forthwith if:
 - 5.7.1. the Academy Representatives so resolve; or
 - 5.7.2. the number of Academy Representatives present ceases to constitute a quorum for a meeting of the Academy Committee in accordance with paragraph 5.10, subject to paragraph 5.12.
- 5.8. Where in accordance with paragraph 5.7 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 Academy 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.
- 5.9. Where the Academy Committee resolves in accordance with paragraph 5.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Academy Committee 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 Academy Clerk to convene a meeting accordingly.
- 5.10. Subject to paragraph 5.12, the quorum for a meeting of the Academy Committee, and any vote on any matter thereat, shall be any one half

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(rounded up to a whole number) of the total number of Academy Representatives holding office at the date of the meeting. If the Directors have appointed any Additional Academy Representatives of the Academy Committee pursuant to clause 6.1.2.5 of this Scheme then a meeting will only be considered to be quorate if those Additional Academy Representatives are present.

- 5.11. The Academy Committee may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than three, the continuing persons may act only for the purpose of filling vacancies.
- 5.12. The quorum for the purposes of:
 - 5.12.1. appointing an Academy Parent Representative;
 - 5.12.2. any vote on the removal of a person in accordance with this Scheme;
 - 5.12.3. any vote on the removal of the chairman of the Academy Committee;
- 5.13. shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.
- 5.14. Subject to this Scheme, every question to be decided at a meeting of the Academy Committee shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Academy Committee shall have one vote.
- 5.15. Subject to paragraphs 5.10 and 5.12, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.
- 5.16. The proceedings of the Academy Committee shall not be invalidated by
 - 5.16.1. any vacancy on the Academy Committee; or
 - 5.16.2. any defect in the election, appointment or nomination of any person serving on the Academy Committee.
- 5.17. A resolution in writing, signed by all the persons entitled to receive

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notice of a meeting of the Academy Committee, shall be valid and effective as if it had been passed at a meeting of the Academy Committee. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Academy Committee and may include an electronic communication by or on behalf of that member of the Academy Committee indicating his or her agreement to the form of resolution providing that the member has previously notified the Academy Committee in writing of the email address or addresses which the member will use.

5.18. Subject to paragraph 5.20, the Academy Committee shall ensure that a copy of:

5.18.1. the agenda for every meeting of the Academy Committee;

5.18.2. the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;

5.18.3. the signed minutes of every such meeting; and

5.18.4. any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.

5.19. The Academy Committee shall use all reasonable endeavours to ensure their advice is brought to the attention of the Directors.

5.20. There may be excluded from any item required to be made available in pursuance of paragraph 5.18, any material relating to:

5.20.1. a named teacher or other person employed, or proposed to be employed, at the Academy;

5.20.2. a named pupil at, or candidate for admission to, the Academy; and

5.20.3. any matter which, by reason of its nature, the Academy Committee is satisfied should remain confidential.

5.21. Any Academy Representative shall be able to participate in meetings of the Academy Committee by telephone or video conference

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provided that:

- 5.21.1. he has given notice of his intention to do so detailing the telephone number on which he can be reached and/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
- 5.21.2. the Academy Committee has 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.

6. **NOTICES**

- 6.1. Any notice to be given to or by any person pursuant to this Scheme (other than a notice calling a meeting of the Academy Committee) shall be in writing or shall be given using electronic communications. In this Scheme, “address” in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 6.2. A notice may be given to an Academy Representative either personally or by sending it by post in a prepaid envelope addressed to the Academy Representative 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 Academy Clerk by that Academy Representative. An Academy Representative whose registered address is not within the United Kingdom and who gives to the Academy Clerk 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 Academy Representative shall be entitled to receive any notice from the Academy Committee or any other party to the Scheme.
- 6.3. A notice shall be deemed to have been given to the Academy Committee and each of the Academy Representatives if that notice is sent by post in a prepaid envelope addressed to the Academy Clerk or by giving it using electronic communications to an address for

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Academy Clerk for the time being notified to all the other parties to the Scheme by the Academy Clerk.

- 6.4. A notice shall be deemed to have been given to the Directors of the Company if that notice is sent by post in a prepaid envelope addressed to the Office or if left at the Office or by giving it using electronic communications to an address for the Office for the time being notified to all the other parties to the Scheme by the Clerk of the Company.
- 6.5. A notice shall be deemed to have been given to the Founder Member if that notice is sent by post in a prepaid envelope addressed to The Episcopal Vicar for Education and Formation at NORES, 33 Westbourne Road, Luton, LU4 8JD or such other address as may be notified from time to time to the other parties to the Scheme by the Founder Member.
- 6.6. A notice shall be deemed to have been given to the Diocesan Bishop if that notice is sent by post in a prepaid envelope addressed to The Bishop of the Catholic Diocese of Northampton at Bishops House, Marriott Street, Northampton, NN2 6AW and copied to The Episcopal Vicar for Education and Formation at NORES, 33 Westbourne Road, Luton, LU4 8JD or such other address as may be notified from time to time to the other parties to the Scheme by the Diocesan Bishop.
- 6.7. A notice shall be deemed to have been given to the Trustees if that notice is sent by post in a prepaid envelope addressed to The Episcopal Vicar for Education and Formation at NORES, 33 Westbourne Road, Luton, LU4 8JD or such other address as may be notified from time to time to the other parties to the Scheme by the Trustees.
- 6.8. An Academy Representative present, either in person or by proxy, at any meeting of the Academy Committee shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 6.9. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was

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given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators 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 or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

7. **INDEMNITY**

7.1. Subject to the provisions of the Companies Act 2006, every Academy Representative or other officer or auditor of the Company acting in relation to the Academy shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in 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 Company.

8. **GOVERNING LAW AND JURISDICTION**

8.1. This Scheme and any disputes or claims arising out of or in connection with its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the law of England and Wales.

8.2. The parties irrevocably agree that the courts of England and Wales have exclusive jurisdiction to settle any dispute or claim that arises out of or in connection with this Scheme, its subject matter or formation (including non-contractual disputes or claims).

Schedule 5



DIOCESE OF NORTHAMPTON
NORES - OFFICE FOR RELIGIOUS EDUCATION,
EVANGELISATION, CATECHESIS AND SCHOOLS



DIOCESAN POLICY on CATHOLIC CHARACTER ('NON-NEGOTIABLES')
to be used in a CATHOLIC MULTI-ACADEMY
in the Diocese of NORTHAMPTON
under the CANONICAL AUTHORITY of the BISHOP OF NORTHAMPTON

1. CORE PRINCIPLES and VALUES

- 1.1 The Core Principles and Values of Catholic education have been clearly stated by the Church in *The Catholic School on the threshold of the third millennium* (Rome 1998). In the Diocese of Northampton this means that each of our schools and academies will:
- a. impart a solid Christian formation;
 - b. demonstrate that all human values find their fulfillment and unity in Christ;
 - c. provide an education in which faith, culture and life are brought into harmony;
 - d. show that knowledge, set in the context of faith, becomes wisdom and life vision;
 - e. have as a fundamental principle that a Catholic school is a school for all, with special attention to those who are weakest;
 - f. fulfill a public role by offering cultural and educational pluralism and the freedom of families to see that their children receive the sort of education they wish for them; and
 - g. as an educating community be a place of complete formation through interpersonal relations.
- 1.2 These Core Principles and Values are also expressed in *Principles, Practices and Concerns* (Bishops' Conference 1996) which our schools and academies will promote:
- a. the search for excellence as an integral part of the spiritual quest;

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- b. the uniqueness of the individual made in God's image and love by Him;
 - c. the education of the whole person based on the belief that the human and divine are inseparable; and
 - d. the education of all with the particular duty to care for the poor and disadvantaged.
- 1.3 In the light of the Church's social teaching Catholic academies must continue to promote social justice in every aspect of their enterprise so as to be coherent with their ecclesial nature.

2. GENERAL

- 2.1 The Directors are responsible for each of the Academies in the Multi-Academy company and provide the strategic direction to lead the communion of Academies individually and collectively towards excellence.
- 2.2 The fundamental relationship that exists, which will be sustained and developed, is between the Bishop of Northampton and each Diocesan Academy. This relationship provides the source of the Academy's authentic ecclesial foundation within the Catholic Church and is core to:
- a. the concept of ecclesial communion;
 - b. understanding why the Diocese provides Academies;
 - c. what they aim to achieve; and
 - d. how they can best be effective.
- 2.3 The reasons why Catholic Academies exist in the Diocese are:
- a. to make Christ known to all people;
 - b. to assist parents in the education and religious formation of their children;
 - c. to be of service to the local Church; and
 - d. to be of service to society.
- 2.4 In general, an Academy may only '*bear the title*'⁶ as a diocesan

⁶ Code of Canon Law 803.3

Catholic Multi Academy Model

Catholic academy '*by the consent of the competent ecclesial authority*'⁷ i.e. the Bishop of Northampton, and '*it must be under the control of*'⁸ the Bishop, conducted as a '*Catholic school*' in accordance with the Code of Canon Law of the Latin Church and the teachings of the Catholic Church.

- 2.5 It must also be conducted in accordance with the contractual arrangements underpinning the multi-academy company and any general requirements in law.

3. DIOCESAN POLICY AND DIRECTIVES

- 3.1 A Diocesan Catholic Academy must be conducted in accordance with any/all advice and following any/all policies and directives issued by the Diocesan Bishop in accordance with the ecclesial authority of the Bishop concerning the general regulation of schools as provided by the Code of Canon Law of the Latin Church.

4. ESSENTIAL REQUIREMENTS

4.1 Core purpose: Object

- 4.1.1 A Catholic Academy must offer a broad and balanced curriculum and be conducted as a Catholic school in accordance with the Code of Canon Law of the Latin Church from time to time and the doctrinal, social and moral teachings of the Catholic Church from time to time and following the directives and policies issued by the Diocesan Bishop to ensure that the formation, governance and education of the Academy is based on the principles of Catholic doctrine, and at all times serving as a witness to the Catholic faith in our Lord Jesus Christ.

⁷ Code of Canon Law 803.1

⁸ Ibid.

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- 4.1.2 The purpose of a Diocesan Catholic Academy within this Diocese is to provide a broad and balanced Catholic education inspired by a vision of life with God the Creator at its heart as the source and destiny of all human life, and as expressed in the gospel of Jesus Christ, and inspired by the promptings of the Holy Spirit.
- 4.1.3 The Object of the Articles of Association roots the Academy in its Catholic character and distinctiveness which gives rise to the fruits evidenced in the pupils' spiritual, moral, social and cultural growth and development, as well as their attainment and achievement as they grow and learn as a human person.
- 4.1.4 A Diocesan Catholic Multi-Academy will also be required to work as an ecclesial communion, in harmonious relationship with other Catholic schools and academies and local schools, based on the call of the Gospel to serve those in need and contribute to the common good.

4.2 Land and Buildings

- 4.2.1 The footprint of land and the buildings in which a Diocesan Catholic Academy functions is owned and maintained by the Trustees of the Diocese of Northampton.
- 4.2.2 The buildings must at all times only be used for purposes that are in accordance with the Trustees of the Diocese of Northampton, the Code of Canon Law and the doctrinal, social and moral teachings of the Catholic Church.
- 4.2.3 The buildings must be maintained and modified in accordance with the lease arrangements agreed with the Trustees of the Diocese of Northampton.
- 4.2.4 Modifications, major repairs and new build are subject to the written approval of the Trustee as stated within the protocol in accordance with

the lease arrangements agreed with the Trustees of the Diocese of Northampton.

4.3 Directors

4.3.1 All Directors must uphold the Object and protect the Catholic character of the academies.

4.4 Foundation Directors

4.4.1 A Diocesan Catholic Academy must at all times have such number of Foundation Directors so as to constitute at least a majority of the Directors.

4.4.2 Each person appointed as a Foundation Director must sign and deliver to the Diocesan Bishop a declaration and undertakings.

4.4.3 A Foundation Director shall cease to hold office if he/she is removed by the Diocesan Bishop. The Diocesan Bishop or his representative shall have the right by written notice to remove any Foundation Director appointed by him and to appoint a replacement Foundation Director to fill a vacancy whether resulting from such removal or otherwise.

4.4.4 The Foundation Directors, being in the majority, shall ensure that the chairman of the Directors is a Foundation Director, in order to secure the leadership of the board and uphold the Catholic character and distinctiveness of a Diocesan Catholic Academy.

4.4.5 The Foundation Directors shall ensure any meeting has sufficient Foundation Directors attending so as to form a quorum and the majority of Directors in attendance.

4.4.6 The Directors will determine a Code of Practice to enable them to secure the mission and sustain the Catholic ethos of the Academies,

as well as ensuring the Academies provide a quality education experience for all their pupils and achieve high standards. The Code of Practice will lay out the protocols and procedures for the functioning of the Directors and any committees and promote the model of communion across the communities of the academies.

4.5. Religious Education, Liturgy, Worship, Prayer and the whole curriculum

4.5.1 Religious Education is to be in accordance with the teachings, doctrines, discipline, general and particular norms of the Catholic Church and taught as a core subject and integrated into other curriculum areas, subject to the regulation and oversight of the Diocesan Bishop. The time allocated to Religious Education will be in line with advice and guidance from NORES.

4.5.2 Religious worship is to be in accordance with the rites, practices and discipline and liturgical norms of the Catholic Church, subject to the authority of the Diocesan Bishop.

4.5.3 The inspection and reporting of Religious Education, Catholic life and the collective worship of the Academy is to be by persons appointed by the Directors in consultation with the Diocesan Bishop.

4.5.4 Sex and Relationships Education is to be in accordance with the social and moral teachings of the Catholic Church and in consultation with parents of pupils of the academy.

4.5.5 The curriculum must promote an authentic culture of vocation, encouraging pupils and staff to interpret their existence in the light of God's plan, with pupils developing and staff modelling an understanding of communal obligations, personal aspirations and their role as citizens in society.

4.6 Staff

4.6.1 Provided such action is not prohibited by law from time to time in force the Directors shall appoint the Principal(s), any Vice-Principal(s), any Head of Religious Education/Religious Education subject leader(s) and/or any Chaplain(s) who must be approved by the Diocesan bishop and who must be and remain throughout their respective appointments a practising Catholic, in good standing with the Church. This will be interpreted as a genuine occupational requirement. The written support of their appropriate priest will be required prior to any appointment.

4.6.2 The Directors will notify any vacancy for a Principal, a Vice-Principal, a Head of Religious Education / Religious Education subject leader and/or a Chaplain to the Director of Education at NORES and give advisory rights to the Director of Education regarding any subsequent appointment.

4.6.3 To the fullest extent permitted by law from time to time and in order for the Academy to maintain its religious character, regard will be had by the Directors in connection with the appointment of a person to be a Principal, a Vice-Principal, a Head of Religious Education / Religious Education subject leader and/or a Chaplain to that person's ability and fitness to preserve and develop the religious character of the Academy.

4.6.4 To the fullest extent permitted by law from time to time in connection with the appointment, promotion or remuneration of teachers including but not limited to a Principal, a Vice-Principal and any Religious Education teacher and/or Chaplain at the Academy regard will be had and preference may be given, to persons:

- a. whose religious opinions are in accordance with the tenets of the Catholic faith; or
- b. who attend religious worship in accordance with the tenets of the Catholic faith; or

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c. who give, or are willing to give, religious education at the academy in accordance with the tenets of the Catholic faith.

4.6.5 Regard must be had, in connection with the termination of employment or engagement of any such employee at the Academy, to any conduct on his part which is incompatible with the precepts or with the upholding of the tenets of the Catholic faith.

4.6.6 To the fullest extent permitted by law from time to time, in connection with the appointment, remuneration or promotion of all non-teaching staff where being of the Catholic faith is an occupational requirement and the application of that requirement is a proportionate means of achieving a legitimate aim having regard to the Object and to the nature of context of the work to be carried out by the member of non-teaching staff in question, preference may be given to a practising Catholic.

4.6.7 To the fullest extent permitted by law from time to time, the Academy's contracts of employment will be based on the Catholic Education Service (CES) contracts. Contracts must include a section aimed at securing commitment to the mission, purposes, aims and objectives of Catholic education and the Object. All teaching staff will be required to have regard to the Catholic character of the Academy and not do anything detrimental or prejudicial to the interests of the same. Subject to the same complying with law in force from time to time, the Academy's disciplinary procedures must take account of local model policies produced by the Diocesan Bishop or otherwise based on CES model policies.

4.7 Admissions

4.7.1 The Academy's admission policy must, subject to any and all statutory requirements and common law, comply with the Diocesan Bishop's current model policy for academies issued by NORES, to the extent

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that this does not conflict with the provisions of the Admission Requirements contained in the Supplemental Agreement.

4.7.2 A Diocesan Catholic Academy is provided to assist parents, who are the primary educators of their children, in the education and religious formation of their children.

5. REVIEW

5.1 This policy may be reviewed and revised at any time in accordance with the wishes of the Diocesan Bishop.

Mgr Kevin McGinnell
Episcopal Vicar for Education and Formation
NORES

6 January 2013

Solemnity of the Epiphany of the Lord

Schedule 6



DIOCESE OF NORTHAMPTON
NORES – NORTHAMPTON OFFICE FOR RELIGIOUS
EDUCATION,
EVANGELISATION, CATECHESIS AND SCHOOLS (NORES)



ROLE OF NORES

The task of the Catholic school or academy *“is fundamentally a synthesis of culture and faith, and a synthesis of faith and life: the first is reached by integrating all different aspects of human knowledge through the subjects taught, in the light of the Gospel; the second in the growth of the virtues characteristic of the Christian.”*

(The Catholic School, Rome, 1977)

Within this context Catholic education is structured around three core principles:

1. The education of the whole child as a unique individual created in the image of God
2. The search for excellence as an integral part of the spiritual quest
3. The education of all with the particular duty to care for the poor and disadvantaged.

The purpose of NORES is to ensure that schools and academies within the Diocese of Northampton share this vision and are at all times conducted as Catholic institutions in accordance with the Trust of the Diocese and the law of the land, in order to provide a broad and balanced Catholic education that will enable each child to reach his or her full potential.

In order to achieve this purpose NORES will in particular:

- a. develop, promote and drive a strategy policy for education in the Diocese of Northampton;
- b. appoint and remove Foundation Governors/Directors;

Catholic Multi Academy Model

- c. assist and support Governors in fulfilling their canonical and other legal duties;
- d. be actively involved in advising Governors/Directors at all stages of the appointment of reserved posts (Heads and Deputy Heads, Head of Religious Education, Religious Education co-ordinators/subject leaders and chaplains);
- e. support the Catholic life of the school – worship, liturgy, prayer, Religious Education and the distinctive Catholic curriculum - in order to promote the pupils' spiritual, moral, social and cultural growth and development as well as their attainment and achievement;
- f. ensure, in particular, that religious education is in accordance with the teachings, doctrines, discipline, general and particular norms of the Catholic Church and taught as a core subject and integrated into other curriculum areas, subject to the regulation and oversight of the Diocesan Bishop;
- g. promote partnerships between schools locally to promote school to school support and the constant sharing of good practice at all levels; and
- h. ensure that premises are at all times only used for purposes in accordance with the Trust of the Diocese of Northampton, and are maintained and modified in accordance any arrangements agreed with the Trustees of the Diocese of Northampton.

For this to be achieved diocesan schools and academies must be conducted in accordance with any advice following any/all procedures, policies and directives issued by NORES on behalf of the Bishop. These policies cover in particular admissions, religious education, premises and staffing. Details can be found on the NORES website (www.nores.org.uk) or obtained directly from NORES.

Where there is no specific diocesan policy in force policies issued from time to time by the Catholic Education Service must be adopted.

Mgr Kevin McGinnell
Episcopal Vicar for Education and Formation

December 2012

Schedule 7



*DIOCESE OF NORTHAMPTON
NORES - OFFICE FOR RELIGIOUS EDUCATION,
EVANGELISATION, CATECHESIS AND SCHOOLS*



**DIOCESAN POLICY on SEX and RELATIONSHIP EDUCATION
to be used in a CATHOLIC MULTI-ACADEMY
in the Diocese of NORTHAMPTON
under the CANONICAL AUTHORITY of the BISHOP OF NORTHAMPTON**

1. GENERAL

The Directors and Principals must establish a policy statement on sex and relationship education for each academy in the multi-academy company.

The Academy must communicate clearly with parents consulting them over provision for sex and relationship education, respecting their role as the prime educator of their children, the first teacher of their children in the ways of the faith.

Policies should reinforce the link between holistic human development and education in sex and relationships. In this context sex and relationship education contributes to both pupils' personal development and the common good. Through learning of God's love for them, pupils will learn how to love faithfully.

The Academy should undertake a biennial audit of pupils' needs to ensure that provision is aligned with pupils' maturity and leads to reflective and challenging learning activities.

2. CHURCH TEACHING

Catholic Multi Academy Model

- 2.1 Any policy and programme must convey the unity and coherence of Church teaching on human sexuality and the dignity of human life. Church teaching promotes a “consistent ethic of life”.
- 2.2 This approach encourages young people to enter into a deeper relationship with God, themselves and others and is founded on a realisation that:
 - a. every human life has an intrinsic and absolute value through being created by God and in the image and likeness of God;
 - b. this value derives from the simple fact of existing and is not dependent on an individual’s age, abilities, social acceptability or any other characteristic;
 - c. self-respect and respect for each other must underlie all human relationships.
- 2.3 Church teaching that we are ‘created in the image and likeness of God’ and what is meant and understood by ‘image’ and ‘likeness’ will underpin and shape the programme followed.

3. **THE CURRICULUM**

- 3.1 The Directors and Principals shall ensure that sex and relationships education:
 - a. is to be in accordance with the social and moral teachings of the Catholic church;
 - b. is in consultation with parents of each academy from time to time;
 - c. has regard to any guidance issued by the Secretary of State on sex and relationship education to ensure that children at each academy are protected from inappropriate teaching materials and they learn the nature of marriage and its importance for family life and for bringing up children.

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- 3.2 The Directors of primary phase academies must decide whether discrete sex education is included in their academies' curriculum and, if so, what it should consist of and how it should be organised whilst remaining firmly within the context of the Church's teaching on human sexual relationships.
- 3.3 The Directors of secondary phase academies will ensure that the academies teach sex education, human growth and reproduction including education about HIV and AIDS and other sexually transmitted infections, remaining firmly within the context of the Church's teaching on human sexual relationships.
- 3.4 The Directors must keep a written record reviewed annually of their decisions and have a statement setting out their policy for primary and/or secondary aged pupils and make it available to parents. This also applies to primary academies where the Directors have opted not to teach sex and relationship education. Parents have the right to withdraw their children from all or any part of the academy's sex education programme.
- 3.5 Advice is available from the Northampton Diocesan Education Service on learning outcomes for primary and secondary phase pupils.

4. **REVIEW**

This policy should be reviewed annually in accordance with the wishes of the Bishop of Northampton.

Mgr Kevin McGinnell
Episcopal Vicar for Education and Formation

January 2012

Schedule 8



*DIOCESE OF NORTHAMPTON
NORES - OFFICE FOR RELIGIOUS EDUCATION,
EVANGELISATION, CATECHESIS AND SCHOOLS*



**DIOCESE OF NORTHAMPTON
NORTHAMPTON OFFICE FOR RELIGIOUS EDUCATION, CATECHESIS
AND SCHOOLS
(NORES)**

**DIOCESAN POLICY on ADMISSIONS
To be used in a CATHOLIC MULTI-ACADEMY
In the Diocese of NORTHAMPTON
Under the CANONICAL AUTHORITY of the BISHOP OF NORTHAMPTON**

1. DIOCESAN FRAMEWORK

Our Catholic schools and academies are provided primarily to assist Catholic parents, who are the primary educators of their children, in the education and religious formation of their children.

They should seek to be communities of faith in order to foster catechesis and evangelisation. This philosophy has important implications for directors as to whom they should admit to the school. Admission of pupils to our schools and academies is fundamentally related to the preservation of the Catholic character of the school.

a) Church definitions:

Under the School Admission Code it is for the Diocese to determine definitions of church membership and practice to governing bodies. Dioceses may refer any school's arrangements to the Adjudicator.

Parents also have the right to refer admission arrangements to the Adjudicator.

b) Community cohesion and social justice

The standard Government definition proposed is that of stable, harmonious community, with a common vision and a sense of belonging for all, where diversity is appreciated and positively valued, all have similar life opportunities and strong, positive relationships are developed between people of different backgrounds in schools, and the workplace.

We urge our admission authorities to continue supporting this principle even where it is not a statutory requirement.

2. LEGAL FRAMEWORK

Academies ... are state-funded, non-fee-paying independent schools set up under a Funder Agreement between the Secretary of State and the proprietor of an Academy (most commonly, and hereafter, referred to as an Academy Trust), Academies are required by their funding agreements to comply with the Code and the law relating to admission.

School Admission Code 2012, Statutory Basis, § 4

The purpose of the Code is to ensure that all school places for maintained schools and Academies are allocated and offered in an open and fair way. The Code has the force of law, and where the words 'must' or 'must not' are used, there represent a mandatory requirement.

School Admission Code 2012, Introduction §12

The system promoted in the Codes is based on the ideal of promoting

equity and fair access for all children and as well as community cohesion. These principles are in harmony with Catholic social teaching.

Academies are their own admission authorities.

3. ADMISSIONS POLICY

3.1 Oversubscription Criteria

The general principles underpinning oversubscription criteria reflect diocesan principles as well as the legislation in force and apply to both academies and schools. Full details of diocesan guidelines can be found in the Diocesan Admissions Guidance published from time to time in the Schools section of the NORES website and can also be obtained from NORES.

We recommend that oversubscription criteria should follow the following order of priority:

- 1) looked after children (LAC) and previously looked after children, and any other particular group as may be prescribed in law;
- 2) Baptised Catholic children of practising families supported by their parish priest;
- 3) other baptised Catholic children.

In order to support families the Diocese recommends that siblings should be given a high priority. This can be as a separate criterion 2 – i.e. Baptised Catholic siblings before all other Catholic criteria. The same priority should then be given to siblings in categories other than Catholic children.

Many admission authorities prefer to give preference to children from Christian families and other faith backgrounds before other children. If so, admission authorities should request a letter of support from a

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minister of religion.

In making decisions regarding the inclusion of children of staff in admissions criteria Academies will want to consider the impact of such a criterion on recruitment and retention as well as the family life of the staff involved.

Policies must include a list of definitions of terms used. The diocesan definitions which must be used by admission authorities in this diocese are as follows:

3.2 **Definitions**

- a) Catholic means baptised in accordance with the rites of the Catholic Church or enrolled in a baptismal programme. (NB. Baptismal certificates must be produced. They should either be an original or a recent copy sealed by the parish priest).
- b) Practising means weekly attendance at Sunday mass.
- c) Christian means a member of the Churches Together in Britain and Ireland. A list of member churches can be found on the CTBI's website <http://www.ctbi.org.uk/AJE/226>

However, because the list may occasionally change, it is recommended that 'Christian' should be defined as a member of one of the churches in full membership with Churches Together in Britain and Ireland at the time when admission decisions are made.

4. **REVIEW**

This policy may be reviewed and revised at any time in accordance with the wishes of the Diocesan Bishop.

Catholic Multi Academy Model

Mgr Kevin McGinnell

Episcopal Vicar for Education and Formation

January 2013

Catholic Multi Academy Model

Schedule 9

The Articles

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Schedule 10

The Master Funding Agreement

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Schedule 11

The Supplemental Agreement

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Schedule 12

The Buildings Lease

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Schedule 13

The Playing Fields Lease

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This Scheme has been executed as a **DEED** and is delivered on the date stated at the beginning of it but takes effect from the Effective Date.

1. Executed as a Deed by the Company by:

.....
Director

In the presence of:

Witness

Address

.....

.....

Occupation

or

.....
Director

.....
Director / Company Secretary

2. Executed as a Deed by the Academy Committee acting by the Academy Representatives listed in Schedule 1 [note – all Academy Representatives appointed or elected at the time of conversion or immediately thereafter should execute this Scheme]

1.

2.

3.

4.

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- 5.
- 6.
- 7.
- 8.
- 9.
- 10.

3. Executed as a Deed by the Founder Member acting by

.....

Director

In the presence of:

Witness:

Address:

.....

.....

Occupation

or

.....

Director

.....

Director / Company Secretary

4. Executed as a Deed by the Diocesan Bishop:

In the presence of:

Witness:

Address:

.....

.....

Occupation:

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Annexure 2

Undertaking to the Founder Member

Name:

.....

Address:

.....

.....

.....

[Name of new Director] hereby:

- confirms I [am nominated][am appointed][have been duly elected] as a Director of the Company and accept and am willing and able to fulfil the duties of that office.

- acknowledges to the Company and the Founder Member that I have been provided with, have read and understood the terms of:
 - The Articles;
 - The Master Funding Agreement;
 - The Supplemental Agreements applicable to each of the Academies;
 - The leases entered into by the Company as tenant with the Trustees as landlord, (the Buildings Leases);
 - The leases entered into by the Company as tenant with [*insert details of the relevant Local Authority*] as landlord, (the Playing Fields Leases); [and]
 - The Schemes of Delegation for each of the Academies together with the Policies annexed to them and/or which are current at the date of commencement of my appointment ("the Schemes"); and
 - *List any other documents if applicable*.

Catholic Multi Academy Model

- undertakes to the Company and the Founder Member to comply with the terms of the documents listed above throughout the term of my appointment as Director of the Company and shall not, whether by any act or omission, breach or to do anything to put the Directors in breach of their obligations under those documents.
- undertakes to the Company and the Founder Member to uphold the Object of the Company.

This undertaking is signed as a **DEED** by [*Name of Director*] on the [] day of [] 20[]

Signature of

Director:.....

In the presence of a witness:

Name of Witness:

.....

Signature of Witness:

.....

Address of Witness:

.....

.....

.....