

Multi Academy Trust Model for Catholic Schools

21<sup>st</sup> November 2023

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION  
OF  
BOSCO CATHOLIC EDUCATION TRUST

COMPANY NUMBER: 10573272



## Contents

INTERPRETATION	4
OBJECTS	9
CONDUCT OF THE ACADEMY	9
MEMBERS	20
GENERAL MEETINGS	23
NOTICE OF GENERAL MEETINGS	23
PROCEEDINGS AT GENERAL MEETINGS.	24
VOTES OF MEMBERS	26
DIRECTORS	29
APPOINTMENT OF DIRECTORS	30
ACADEMY DIRECTORS	30
PARENT DIRECTORS	30
CO-OPTED DIRECTORS	32
APPOINTMENT OF ADDITIONAL DIRECTORS	32
TERM OF OFFICE	32
RESIGNATION AND REMOVAL	32
CLERK TO THE DIRECTORS	35
CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS	35
POWERS OF DIRECTORS	36
CONFLICTS OF INTEREST	37
THE MINUTES	38
COMMITTEES	38
DELEGATION	39
MEETINGS OF THE DIRECTORS	41
PATRONS AND HONORARY OFFICERS	45
THE SEAL	45
ACCOUNTS	45
ANNUAL REPORT	45
CONFIRMATION STATEMENT	45

## Multi Academy Trust Model for Catholic Schools

<b>NOTICES</b>	<b>46</b>
<b>INDEMNITY</b>	<b>47</b>
<b>RULES</b>	<b>47</b>

Multi Academy Trust Model for Catholic Schools

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

BOSCO CATHOLIC EDUCATION TRUST

**INTERPRETATION**

1. In these Articles:-

"the Academies" means all the schools referred to in Article 50 (b) \_\_\_\_\_

and established by the Company (and "Academy" shall mean any \_\_\_\_\_

one of these schools); \_\_\_\_\_

b. "Academy Financial Year" means the academic year from 1<sup>st</sup> of September to 31<sup>st</sup> of August of the following year;

Not used:

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h. "Chair of the Diocesan Academies Partnership Committee" means such person as may be appointed as the chair of the Diocesan Academies Partnership Committee from time to time;

i. "Chief Executive Officer" means such person as may be appointed by the Directors as the Chief Executive Officer of the Company;

j. "Chief Operating Officer" means such person as may be appointed by the Diocese as its Chief Operating Officer from time to time;

k. "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor;

l. "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;

m. "Clerk" means the clerk to the Directors or any other person appointed to perform the duties of the clerk to the Directors including a joint, assistant or deputy clerk;

n. "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;

o. "Diocese" means the Catholic diocese in which the Academy is situated;

p. "Diocesan Bishop" means the Bishop of the Diocese (as defined in Canon Law) and in the case of the See being vacant or impeded, the person or persons on whom the governance of the See has devolved in accordance with Canon Law and, for the purposes of any action contemplated in these Articles includes any person or office exercising ordinary jurisdiction in his name and any person to whom the Diocesan Bishop's powers and functions have been

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- q. "the Directors" means save as otherwise defined at Article 6.9 the directors of the Company (and "Director" means any one of those directors);
- r. "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- s. "Foundation Director" means a Director appointed pursuant to Article 50;
- t. "Foundation Members" means the Diocesan Bishop and the Diocesan Trustee;
- u. Not used;
- v. "Local Governing Bodies" means any committees established by the Directors pursuant to Article 100(a) (and "Local Governing Body" means any one of these committees);
- w. "Member" means a member of the Company and someone who as

is bound by the undertakings contained in Article 9.

- x. "the Memorandum" means the Memorandum of Association of the Company;
- y. "Office" means the registered office of the Company;

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Principal Regulator under the Charities Act 2011;

dd. "Relevant Funding Agreements" means the agreement or

Multi Academy Trust Model for Catholic Schools

Company or the maintenance, management or conduct of the Academies, and includes Canon Law and any diocesan directives;

mm. "the United Kingdom" means Great Britain and Northern Ireland;

nn. "Vicar General" means such person as may be appointed as the Vicar General of the Diocese from time to time;

oo. unless that context requires otherwise, words importing the masculine gender only shall include the feminine gender or vice versa and words importing the singular number shall include the



**OBJECTS**

4(a) The Company's objects ("**the Objects**") are specifically restricted to the advancement of the Catholic religion in the Diocese by such means as the Diocese, Bishops, think fit and proper but without prejudice

to the generality of the foregoing, the establishing, maintaining, running or managing and developing of Catholic schools in the United

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b. For any Academy or Academies established under Article 4(a):

(i) Religious education is to be in accordance with the

norms of the Catholic Church.

Multi Academy Trust Model for Catholic Schools

- b. to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial

statutory regulations;

- c. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- d. subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and ~~superannuation to staff and their dependants;~~

- e. to establish or support, whether financially or otherwise, any

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- 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

development and delivery and to publish the results of such research, and to develop means of benefiting from application of

the experience of industry, commerce, other schools, educational

institutions and the voluntary sector to the education of pupils and students in academies;

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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 as notified

(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

by a visitor either under charity law or Canon Law, including the right of

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b. If the Member is also a Director, that Member is absent from the part of any meeting at which there is discussion of:

- (i) his or her remuneration, or any matter concerning the contract, payment or benefit; or

(ii) his or her performance of the contract; or

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...of which it may be guilty in relation to the Company

Provided that any such arrangement shall not extend to:

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

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

6.4 A company, which has shares listed on a recognised stock exchange and of which any one Director holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other 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



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~~follow the procedure and observe the conditions set out in~~

Article 6.8; or

~~(ii) the Directors obtain the unanimous approval of the Governing~~

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.

performance of the contract: or

- (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon 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) 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

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

themselves.

9. If the Company is wound up or dissolved and after all its debts and

liability (including any under section 2 of the Academics Act 2010) have been

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by the Diocesan Bishop;

by the Trustees;

by the Chair of Academic Pedagogical Committee;

- e. the Vicar General;
- f. any person(s) who may be appointed by the Diocesan Bishop;

provided that at any time the minimum number of Members shall not be less than three.

12A. An employee of the Company cannot be a Member of the Company.

13. Each of the persons entitled to appoint Members in Articles 12 and 16 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by him and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.

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person.

15. Membership will terminate automatically if:

- a. a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
- b. a Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering his or her own affairs;
- c. a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally; or
- d. a Member who was a Member by virtue of his post ceases to hold the relevant post provided that if automatic termination in this instance would result in the number of Members being less than three, the Member shall remain a Member until a further Member is appointed (which the remaining two Members shall be free to

make without the approval of the retiring Member notwithstanding

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16A. In exercising their rights under these Articles and the Companies Act 2006 the Members shall not do anything or take any action which would cause

the Company to contravene its Objects.

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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. Two persons entitled to vote upon the business to be



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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 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~~

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.

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transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

34. No notice need be given of a poll not taken immediately if the time, date and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time, date and place at which the poll is to be taken.

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

### **VOTES OF MEMBERS**

36. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

37. 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

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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 attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company to be held on .....20[ ], and at any adjournment thereof.

Signed on ..... 20[ ]"

41. Where it is desired to afford Members an opportunity of instructing the

~~proxy holder shall not 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 attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general

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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

instrument proposes to vote; or

- b. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of

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person so authorised shall be entitled to exercise the same powers on behalf

it were an individual Member of the Company.

### **DIRECTORS**

45. The number of Directors shall be not less than three but (unless

otherwise determined by ordinary resolution) shall not be subject to any

**APPOINTMENT OF DIRECTORS**

as shall ensure that at all times the number of Foundation Directors exceeds the other Directors by at least two.

50A. Subject to Article 50 the Directors may appoint Directors through such process as they may determine provided that any appointment will have first been approved by the Diocesan Bishop.

50B. An employee of the Company cannot be appointed as a Director.

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54A. Subject to Article 55, Parent Directors and Parent Local Governors shall be appointed (in accordance with Articles 54B-56 or otherwise on the terms of

*reference determined by the Directors from time to time*)

responsibility of a registered pupil at one or more of the Academies at the time when he or she is appointed A Parent Local Governor of a Local Governing

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**CHIEF EXECUTIVE OFFICER**

57. Not used.

**CO-OPTED DIRECTORS**

58. Not used

**APPOINTMENT OF ADDITIONAL DIRECTORS**

59. Not Used.

60. Not Used.

61. Not Used.

62. Not Used.

63. Not Used.

**TERM OF OFFICE**

64. The term of office for any Director shall be 4 years or a shorter period if



#### **DISQUALIFICATION OF DIRECTORS**

68. No person shall be qualified to be a Director unless he is aged 16 or over at the date of his election or appointment.

69. A Director shall cease to hold office if he becomes incapable by reason of 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

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his conduct contributed to or facilitated.

75. A person shall be disqualified from holding or continuing to hold office as

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**CLERK TO THE DIRECTORS**

81. The Clerk shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Clerk so appointed may be removed by them. The Clerk shall not be a Director or a Principal.

Notwithstanding this Article the Directors may where the Clerk fails to attend

as Clerk for the purposes of that meeting. The Clerk must have achieved any qualifications or completed any training as prescribed by the Diocesan Bishop.

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85. In the absence 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

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

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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).

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.

98A A conflict of interest or conflict of loyalty shall not be deemed to occur solely from the fact that any Member or Director is also a trustee, charity trustee, governor or director of any Catholic school, Diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or

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1. To establish one or more committees

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

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- d. the appointment of the Clerk, (including where the Clerk is, or is to be, appointed as a member of staff, the Clerk's appointment in the capacity of a member of staff); and

the modification or revocation of the these Articles

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

the appointment of any senior Catholic post; and

- b. the approval of the annual estimates of income and expenditure for one or more Academies;

other than to a Local Governing Body.

105B. The Directors may not delegate:

the consideration of the case for diocesan and



## Multi Academy Trust Model for Catholic Schools

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

108. Subject to these Articles, the Directors may regulate their proceedings as they think fit.

109. ~~The Directors shall hold at least three meetings in every school year~~

Meetings of the Directors shall be convened by the Clerk. In exercising his functions under this Article the Clerk shall comply with any direction -

- a. given by the Directors; or
- b. given by the chairman of the Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a).

110. Any three Directors may, by notice in writing given to the Clerk,

## Multi Academy Trust Model for Catholic Schools

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.

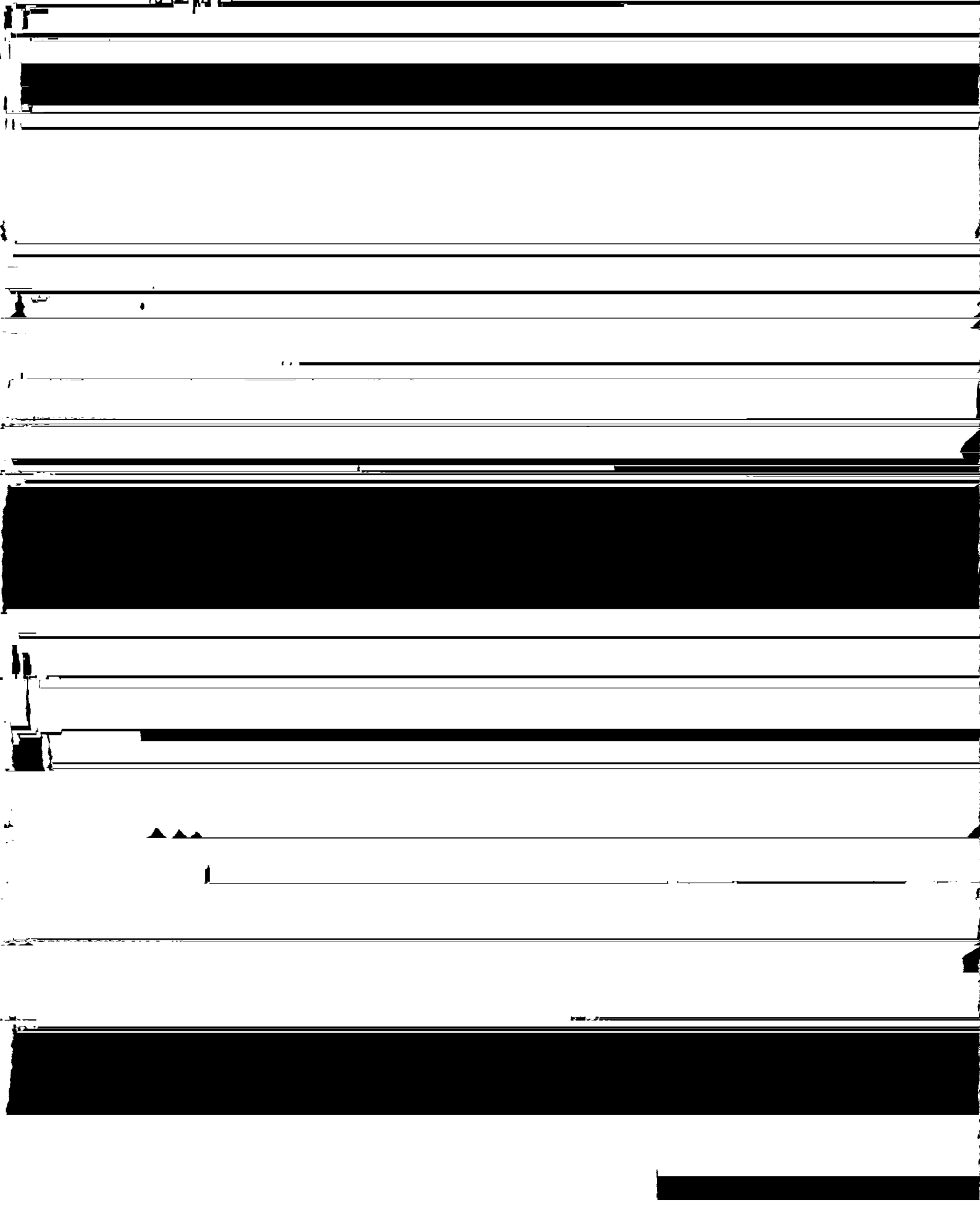
114. A meeting of the Directors shall be terminated forthwith if -

- 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

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any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the



## Multi Academy Trust Model for Catholic Schools

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;
  - a. the signed minutes of every such meeting; and
  - b. any report, document or other paper considered at any such meeting,

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

reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

#### **PATRONS AND HONORARY OFFICERS**

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

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Companies Act 2006 (or any statutory re-enactment or modification of that Act)

Registrar of Companies.

**NOTICES**

~~122~~ ~~Notices to be given to each person pursuant to the Articles (other~~

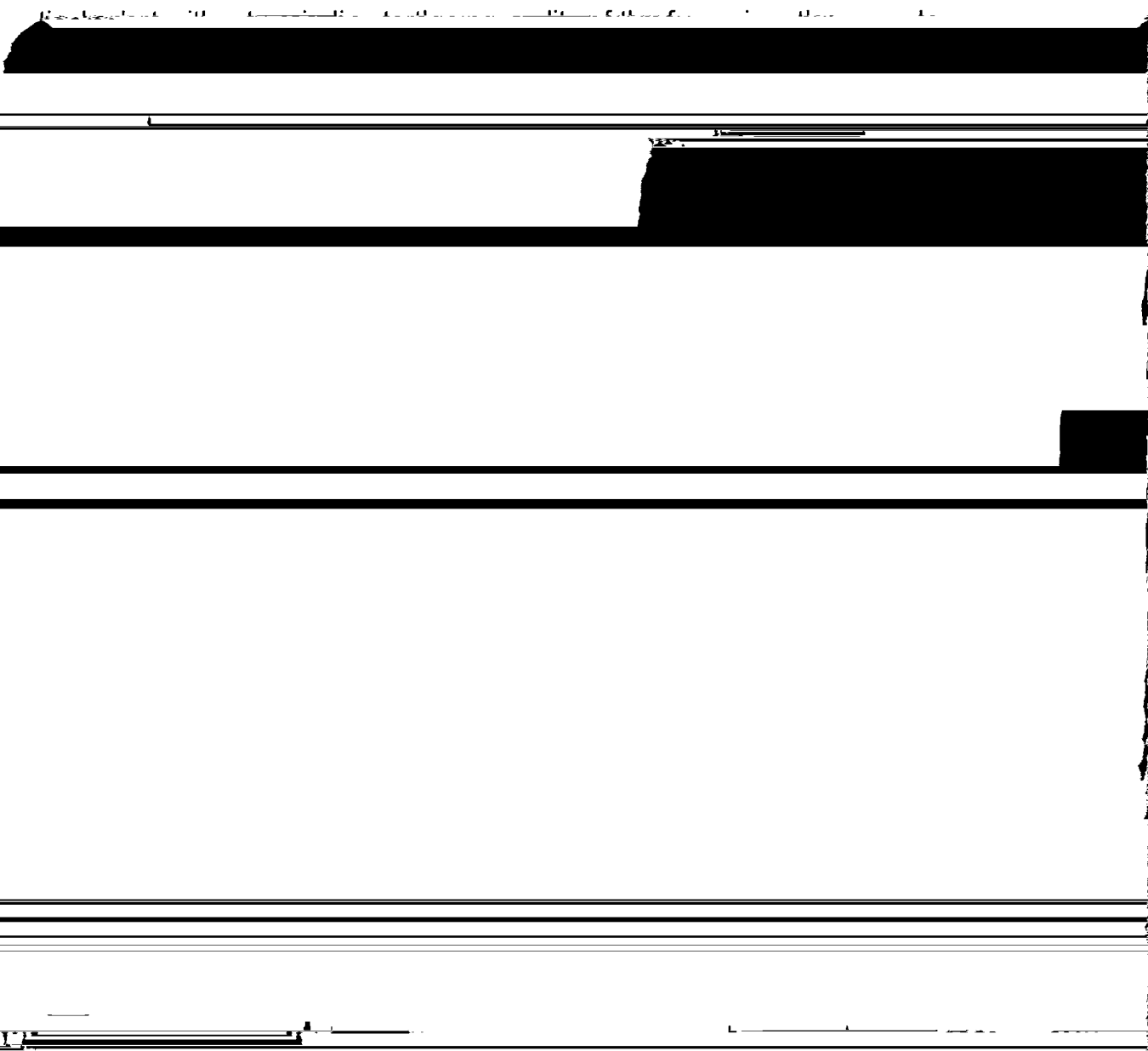
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### INDEMNITY

136. Subject to the provisions of the Companies Act 2006 every Director or other officer or auditor of the Company 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.

### RULES

137. The Directors may from time to time make such rules or bye laws, with the consent of the Diocesan Bishop, as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and in



## Multi Academy Trust Model for Catholic Schools

that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.



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