



Department  
for Education

# Articles of association

Article by article guidance

January 2014

## Article by article guidance on the Articles of Association

The Articles of Association set out the rules for the running and regulation of the academy trust's internal affairs and so provide the information governors need to refer to when carrying out their duties. The model Articles of Association are available [here](#).

The table below is an overview of what the Articles of Association contain but governors should refer to the Articles for their academy to check on issues like the constitution of their governing body or procedures for their meetings. The Article numbers refer to the current model single Articles of Association (January 2013 v2).

Article Number	Description
<b>Article 4</b>	Sets out the objects of the academy trust.
<b>Article 5</b>	Sets out the powers that the academy trust can use to further the Objects.
<b>Article 6 - 6.9</b>	This article covers the financial relationship between the governors and the academy trust. The governors cannot profit from their involvement with the academy trust. This section sets very strict limitations on involvement.
<b>Articles 7 and 8.</b>	These articles state that the Members' liability is limited and that the Members are liable to pay up to £10 if the academy trust is wound up.
<b>Article 9</b>	This article explains that, if the academy trust is wound up and there are any assets left, these would go to a charity or charities chosen by the Members, with similar Objects to the academy trust.
<b>Article 11</b>	These articles state that the Memorandum and Articles can't be altered in any way that would alter the academy's status as a company or a charity.
<b>Articles 12 – 18</b>	These Articles detail the constitution of the academy trust (the Members) and the rules for appointment and removal of its members.
<b>Articles 19 and 20</b>	This section sets out how the academy trust should conduct itself. This is governed in large part by the Companies Act 2006. For example, this section spells that the governors may call General Meetings.
<b>Articles 21 and 22</b>	This Article covers general meetings and how much notice should be given.
<b>Articles 23 – 35</b>	This section sets out the proceedings at general meetings. It deals with what constitutes a quorum (the minimum number of people present for the meeting to be valid) and what to do if there isn't one. It also explains how to adjourn meetings, how to vote at them, how a poll is managed, and that a written resolution carries the same weight as a resolution passed at a general meeting.
<b>Articles 36 – 44</b>	This section covers the votes of Members of the academy trust. There is one basic rule that every Member has one vote. This section also covers proxies, a Member can appoint a proxy to attend on his or her behalf.

Article Number	Description
<b>Articles 45 – 49</b>	<p>This is where the constitution of the governing body is set out. These clauses will vary from one academy to another as there are a range of possible governance structures. The core requirements are as follows -</p> <ul style="list-style-type: none"> <li>• Any number of governors appointed by the members;</li> <li>• If there is a sponsor they should always have the majority of governors;</li> <li>• Other categories of governor (this may include staff governors or community governors, but the number of employees of the academy trust must not exceed one third of the total number of governors);</li> <li>• A minimum of 2 parent governors;</li> <li>• The Principal (unless they elect not to be a governor).</li> </ul>
<b>Articles 50 – 58E</b>	<p>These articles set out the rules by which the various categories of governor are appointed or elected.</p>
<b>Article 59</b>	<p>This article covers co-opted governors. These governors are co-opted onto the governing body by governors who are not themselves co-opted. This category is optional.</p>
<b>Article 65</b>	<p>This article sets the term of office for governors, which is usually 4 years. However, we appreciate that some schools want more flexibility on this and we are happy to agree shorter terms for all governors other than elected parent governors. We think that any elected parent governor should be free to serve a 4 year term of office and individuals should not have their term of office shortened. No governor should have a term of office exceeding 4 years.</p>
<b>Articles 66 – 68</b>	<p>This section allows governors to resign as long as no fewer than three governors remain. Governors can be removed by whoever appointed them. The exception is parent governors.</p>
<b>Articles 69 – 81</b>	<p>This section covers the disqualification criteria for governors. These cover a wide range of areas, including age, financial concerns, and safeguarding concerns.</p>
<b>Article 82 -</b>	<p>This article introduces the Clerk to the Governors. The Clerk cannot be a Governor or the Principal and can be paid for their work.</p>
<b>Article 83 – 93</b>	<p>These articles explain the election of the Chair and Vice-Chair. Neither position can be held by any governor who is employed by the academy trust.</p>
<b>Articles 94 – 97</b>	<p>These articles set out the powers of the governors. This section explains that the governors may exercise all the powers of the academy trust.</p>
<b>Articles 98 – 99</b>	<p>These articles cover the conflicts of interest for governors.</p>
<b>Article 100</b>	<p>This explains how the minutes should be recorded.</p>
<b>Article 101</b>	<p>This article covers committees. The governors can set up any committee and determine how it should be run. Arrangements are reviewed on a yearly basis. It specifies that committee members need not be actual governors, as long as the majority of members of any such committee is made up of governors.</p>
<b>Articles 102 – 103</b>	<p>These articles cover delegation. Governors can delegate any of their powers and functions, although responsibility for the running of the academy trust and the academy remain with them. This section sets out how delegation can happen and the requirement for any power or function exercised by anyone else to be reported back to the governors. We do not expect to see any changes.</p>
<b>Article 104</b>	<p>This article explains that the governors appoint the Principal.</p>

<b>Article Number</b>	<b>Description</b>
<b>Articles 105 – 123</b>	These articles set out the arrangements for meetings. It includes coverage of frequency, notices, agendas, quora, voting and publication of the meeting papers.
<b>Article 124</b>	This article provides for the appointment of patrons and honorary officers.
<b>Article 125</b>	This article explains use of a seal for legal documents.
<b>Articles 126 – 128</b>	These articles cover accounts, annual report and the annual return. The requirements for these are prescribed in more detail in the funding agreement and are mentioned very briefly here.
<b>Article 133</b>	This article covers how the governors are indemnified.
<b>Articles 134 – 135</b>	These articles set out what the governors can regulate.
<b>Articles 136 – 141</b>	These articles cover the avoidance of influenced company status. A company is considered to be LA (Local Authority) influenced if LA associated persons have 20% or more of the voting rights. The purpose of this section is to prevent any such situation arising. On the governing body, for example, there may be one LA governor. However, any of the other governors could, theoretically, be LA associated too. A parent governor, for example, would be on the governing body as a parent, but might work for the local council, and would count, as being LA associated. This section covers both the members of the academy trust and the governors.



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