

Community Schools Trust

Members

TERMS OF REFERENCE

1. The Role of Members

Members are akin to 'shareholders' in a company limited by shares. Members in a Trust do not have shareholdings but offer a guarantee which is limited to £10. The composition is determined by the Articles of Association.

The Company Members are the guardians of the company. They are responsible for appointing trustees up to three trustees under Article no. 50 (Articles of Association) to ensure that the company's charitable objects are carried out and that the vision and mission are maintained.

2. Members' Responsibilities

Members are responsible for the following:

- Appointment by special resolution of additional Members
- Removal by special resolution of any Member
- Appointment by ordinary resolution of up to 3 Trustees
- Removal by special resolution of any Trustee
- With the Chief Executive Officer's consent, appointment by ordinary resolution of the Chief Executive Officer as Trustee
- Approval by special resolution of any amendments to the Articles of Association.
- Approval by special resolution of any change of name of the Trust
- Approval by ordinary resolution of the appointment and removal of the auditor.

7. Members' Rights

- To receive a copy of the Memorandum and Articles of Association
- To receive notices of meeting, proposed written resolutions and audited accounts and annual report
- To attend, speak and vote at general meetings
- To require the trustees to call a general meeting
- To remove a trustee from office
- To remove an auditor
- To appoint proxies to vote at general meetings
- To inspect the register of members on reasonable notice during normal office hours

3. Composition

The minimum number of Members shall not be less than three. Members of the Community Schools Trust shall comprise of:

- a. Signatories to the memorandum
- b. Any additional Members appointed by existing Members by special resolution.

Every person nominated to be a Member of the Academy Trust shall sign a written consent to become a Member and sign the register of members on becoming a Member.

3.1. **Term of Office** – the Term of Office for all Members is indefinite.

3.2. **Resignation and Removal** – Any Members may resign provided that after such resignation the number of Members remaining is not less than three. Members may agree by Special Resolution to remove any Member. The Member whose removal is the object of the resolution shall not be entitled to vote on that resolution.

4. Meetings and proceedings

The Articles provide for the Academy Trust to hold an Annual General Meeting each Academy Financial year in addition to any other meetings in that year. Not more than fifteen months shall elapse between the date of one AGM and that of the next. The first Annual General Meeting must be held within eighteen months of incorporation.

General meetings shall be called by at least fourteen days' clear notice, but may be called at shorter notice if agreed by a majority of members having a right to attend and vote and together representing not less than 90% of total voting rights at the meeting.

All meetings shall be convened and clerked by the clerking service appointed by the Trust Board.

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

Members' meetings shall be quorate if two persons entitled to vote upon the business being transacted are present. A member counts towards the quorum by being present either in person or by proxy.

Members present and entitled to vote shall elect by ordinary resolution one of their number to be the Chair.

A trustee, notwithstanding that he or she is a member, shall be entitled to attend or speak at any General Meeting or Annual General Meeting.

A resolution put to the vote of the meeting shall be decided by a show of hands unless before, or on declaration of the result of the show of hands, a poll is demanded. Polls should be conducted in accordance with Articles 29 to 34.

Votes of members

Every Member present in person shall have one vote.

Members are entitled to appoint another person to attend the General Meeting in their place and exercise their right to speak and vote. The person authorised to act for the Member must be appointed by a formal document signed by or on behalf of the Member that is appointing the proxy. This must be in the format specified by the Article 40 or 41 and delivered in accordance with Article 42.

5. Resolutions

A resolution is a formal decision taken by the meeting. When a resolution is passed the Trust and members are bound by it.

Ordinary resolutions require a simple majority of at least 50% plus one of the votes cast.

Special resolutions require a 75% majority.

6. Written Resolutions

A resolution in writing agreed by such number of Members as required if it had been proposed at a General Meeting shall be effectual as if it had been passed at a General Meeting provided that a copy of the proposed resolution has been sent to every Member.

Written resolutions cannot be used to dismiss a trustee or to remove an auditor before the end of their term of office.

7. Persons ineligible to be a member

An employee of the Academy Trust cannot be a member.

The number of Members who are also Local Authority Associated Persons must never be equal to or greater than 20% of the total number of members.

Membership will terminate automatically if a Member:

- dies or becomes incapable by reason of illness or injury of managing and administering his or her own affairs; or
- becomes insolvent or makes any arrangement or composition with the Members' creditors generally.
- Becomes a Local Authority Associated Person and the number of Members who are Local Authority Associated persons is then equal to or greater than 20% of the total number of members.

8. Minutes

Minutes of all general meetings and Annual General Meetings should be prepared and stored.