



### THE CONSTITUTION OF THE MEMBERS

Unless relevant laws and regulations or the Academy Trust's Articles of Association provide otherwise, the Academy Trust's Members (the "Members") shall attend the Annual General Meetings and General Meetings (the "Meetings") and conduct them in accordance with this Constitution of the Members (the "Constitution").

#### **1.0 Composition of the Members:**

1.1 The Members of the Trust comprises:

- a. the signatories to the Trust's Memorandum of Association
- b. any person(s) the Members agree to appoint by passing a Special Resolution of the Members

unless:

- i. membership has terminated automatically as provided under Article 15, or
- ii. the Members have agreed by passing a Special Resolution to remove a Member
- iii. a Member resigns

*A Member's resignation or Members' concurrent resignations shall not take effect when the number of members will become less than three unless accompanied by the appointment of a replacement member.*

- c. No more than one Member shall be concurrently a Director.

1.2 Every person nominated to be a Member shall sign a written consent to become a Member and sign the register of Members on becoming a Member.

1.3 Members are not appointed for a fixed term but may resign, be removed or be disqualified as set out in the Academy Trust's Articles of Association.

1.4 The number of Members shall generally be 6 but at no time fewer than 3.

1.5 An employee of the Academy Trust cannot be a Member.

1.6 The number of Members who are Local Authority Associated Persons shall be less than 20% of the total number of Members, otherwise at least one shall be deemed to have resigned.

1.7 The Chairman of Directors (the Chairman) shall not concurrently be a Member. The Vice-chairman of the Directors (if also a Member) shall temporarily withdraw as a Member whilst he is acting in the absence of the Chairman of Directors.

1.8 Members shall conduct themselves at all times in accordance with the Academy Trust's Governance Code of Conduct.

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## 2 Convention and Chairman of Meetings

- 2.1 An Annual General Meeting of the Members shall be called by the Directors not later than six months after the end of the Academy Trust's financial year.
- 2.2 All other meetings of the Members, known as General Meetings, shall generally be called by the Directors when the Directors decide except as otherwise provided.
- 2.3 If there is insufficient Directors in the UK to call a General Meeting, any Member or Director may call a General Meeting specify the time and date of a General Meeting liaising with as many Members and Directors as practicable.
- 2.4 In certain circumstances, as set out in section 303 of the Companies Act, any one Member may require the Directors to call a Meeting, or if the Directors fail to do so within the set time, call a Meeting themselves.
- 2.5 Generally, the dates and times of meetings will be set by the Directors, who will as far as practicable liaise with the Members and accord with the Academy Trust's Programme of Meetings for the next Academy year. However, when an individual Director or Member convenes a meeting, he shall specify the time and date of the General Meeting liaising with as many Members and Directors as practicable.
- 2.6 Members may attend Meetings in person or appoint a proxy (subject to Articles 40 to 44) using the Academy Trust's Member's Appointment of Proxy Form (Option 1 or Option 2).
- 2.7 Members may not participate in Meetings by telephone or video conference.
- 2.8 The Directors are entitled to attend and speak at Annual General Meetings and General Meetings but have no vote.
- 2.9 Other persons, e.g. the CEO and the Auditors, may be invited to attend and speak but shall have no vote.
- 2.10 No business shall be transacted at any meeting unless a quorum is present.
- 2.11 A quorum shall be 2 Members who are entitled to vote. A Member counts towards a quorum if present in person or by proxy.
- 2.12 The Members present and entitled to vote at a meeting shall elect by ordinary resolution one of their number to act as chairman (the "Chairman") for that meeting only and such election shall be binding on all the Members and Directors present at the Meeting.
- 2.13 The Clerk shall be appointed by the Board of Directors.

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## **3 Place and Time of Meetings**

- 3.1 Meetings shall be held at one of the academies within the Academy Trust.
- 3.2 Meetings shall start at the appointed time.
- 3.3 Should insufficient Members be present to achieve a quorum, the start will be delayed for a maximum of 30 minutes at which point, if still no quorum, the Meeting will be adjourned to the same day in the next week, at the same time and place, or to such time and place as the Directors may determine.
- 3.4 Should the number of Members present become insufficient to achieve a quorum due to the departure of a Member, the Meeting will be adjourned to the same day in the next week, at the same time and place, or to such time and place as the Directors may determine.
- 3.5 The Chairman may, with the consent of a majority of Members at a meeting which a quorum is present, adjourn the meeting from time to time and from place to place, but no new business shall be transacted at any adjourned meeting.

## **4 Designated Secretariat, Meeting Notices, and Meeting Materials**

- 4.1 The subject matters of Meetings shall be decided by the Directors in consultation with the Members.
- 4.2 The Clerk shall conduct the drafting of the Meeting agendas and minutes, and handle other administrative matters related to the Meetings, and reports to the Chairman of Directors.
- 4.3 Meetings shall be called by at least 14 days' clear notice (unless the Members unanimously agree a shorter period) or 28 days' notice in the case of a Resolution requiring special notice under Clause 312 of the Companies Act 2016.
- 4.4 Any one Member may require that the Directors circulate to Members entitled to receive notice of a Meeting a statement of not more than 1000 words (a "Members' Statement") with respect to:
  - a. A matter referred to in a proposed resolution to be dealt with at that meeting, or
  - b. Other business to be dealt with at that meeting,
  - c. A proposed written resolution.

All associated costs to be met by the Academy Trust.

## **5.0 Subject Matters of Meetings**

- 5.1 The agenda of Meetings shall typically include the following items:
  - 1. Election of Chairman for the meeting by the Members from amongst their number.
  - 2. General matters:
    - (1) Apologies
    - (2) Declaration of items likely to cause a conflict of interest/pecuniary interests

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(3) Items to be taken under AOB

3. Discussion items:

- (1) Agreement of minutes of the preceding meeting and signing by the Chairman of that Meeting
- (2) Matters arising including the implementation status of previous resolution

4. Report

(1) Special Resolutions:

- a. to appointment/removal of a Member
- b. to removal of a Director
- c. to amend the Academy Trust's Articles of Association
- d. to receive and consider the Academy Trust's annual report and accounts
- e. to appoint/reappoint the Academy Trust's auditors
- f. direct the Directors to take a specific action

(2) Ordinary Resolutions;

- a. to appointment/reappointment a Director
- b. to appoint/re-appoint the auditors
- c. to remove the auditors (subject to prior special notice)

5. Members questions

6. Other business including motions to be debated

7. AOB

5.2 The agenda shall be accompanied by advice that Members may appoint a proxy together with the Academy Trust's Member's Appointment of Proxy Form (Option 1 and Option 2).

5.3 The agenda shall also be accompanied by Members' Statements.

## **6.0 Attendance Record**

6.1 An attendance record shall be provided at every Meeting and shall be signed by all those present in person including any appointed proxy.

## **7.0 Other Attendees**

7.1 Depending on the subject matters of proposed resolutions, the CEO, CFO, Head Teachers or other persons may be requested by the Directors to be present at Meetings to assist the Members in gaining better understanding so that they can make appropriate resolutions. Such attendees shall excuse themselves and vacate the Meeting when any proposed resolution is discussed and resolved or otherwise, as requested by the Chairman.

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7.2 In addition, legal counsels or other professional personnel may be invited to the meetings to provide professional opinions for the Members' reference but shall excuse themselves and vacate the Meeting when the proposed resolution will be discussed and resolved or otherwise, as requested by the Chairman.

## 8.0 Sequence of Meeting

8.1 In principle, the matters of the Meeting shall proceed in accordance with the agenda attached to the meeting notice. However, if no objection is voiced by any Members present at the Meeting or with more than half of the attending Members' consent, the Chairman may make changes.

8.2 Unless otherwise resolved at the Meeting, the Chairman cannot announce adjournment of the Meeting before all the discussion items listed in the above agenda are resolved.

8.3 During a Meeting, the Chairman may, at his discretion, set time for intermission or negotiation.

8.4 Subject to restrictions within the Companies Act, a resolution to rescind or vary a resolution carried at a previous meeting shall not be proposed at a Meeting unless the consideration of the rescission or variation is a specific item of business included on the Agenda for that Meeting.

## 9.0 Voting

9.1 Except when Rule 9.2 applies, every Member present at a Meeting and entitled to vote, or his appointed proxy, shall have one vote, unless there is an equal division of votes, in which case the Chairman of the Meeting shall have a casting vote in addition.

9.2 Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons (whether present or by proxy) shall never exceed 19.9% of the total number of votes exercisable by Members in Meetings (whether present or by proxy) and the votes of the other Members having a right to vote at the Meeting (whether present or by proxy) will be increased on a pro-rata basis. This shall be determined by the Chairman before any votes is taken.

9.3 The Chairman may announce the end of the discussion of any resolution when he deems it appropriate to go into voting.

9.4 An ordinary resolution shall be adopted by a simple majority of those Members present at a Meeting and entitled to vote or any proxy, whereas special resolutions require a majority of not less than 75%. The Chairman shall declare 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 in the minutes shall be conclusive evidence of the fact.

9.5 If there is an amendment to or substitute for a proposed resolution, the Chairman shall decide the sequence of voting for such proposed resolution and the amendment or substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is required. The result of voting shall be announced at the meeting and placed on record.

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- 9.5 The method of voting shall be one of the following as determined by the Chairman or demanded by one or more Members:
1. By a show of hands;
  2. By a poll. Subject to Articles 29 to 35, the Clerk shall scrutinise the voting process.
- 9.6 All Members entitled to vote at a meeting are responsible as a whole for decisions reached or resolutions made, whether attending the meeting or not. A member who is entitled to vote and is present at a meeting, or his proxy, may require his dissent or abstention to be formally recorded in the minutes.
- 9.7 The Members or the Directors may require a resolution that may properly be moved and is proposed to be moved to be circulated as a written resolution except as prohibited under to sections 288(2) and 292 (2) of the Companies Act. A resolution in writing, signed by such number of Members as required if it had been passed at a Meeting shall be effectual as though it had been passed at a Meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. Such a resolution may consist of several documents in the same form, each signed by one or more of the Members.

## **10.0 The Recusal of Conflicts of Interest**

- 10.1 If a Member present has a personal interest in the matter under discussion at the Meeting, he shall disclose the nature of such personal interest. If such interest may impair the interest of the Academy Trust, that Member shall not join the discussion and voting of such matter and shall recuse himself when the matter is being discussed and resolved.
- 10.2 If any other person present in attendance has a personal interest in the matter under discussion at the Meeting, he shall disclose the nature of such personal interest. If such interest may impair the interest of the Academy Trust, that person shall not join the discussion, and shall recuse himself when the matter is being discussed and resolved.

## **11.0 Meeting Items to be Recorded and Signed**

- 11.1 The resolutions of every Meeting shall be recorded in the meeting minutes.
- 11.2 Subject to the provisions of Article 125 (excluded matters) the meeting minutes shall typically be an accurately record the following items:
1. The place, date and time of the meeting;
  2. The name of the chairman;
  3. The attendance situation of the Members, including the names and numbers of those who are present, on leave, and absent;
  4. The names and titles of the other attendees;
  5. The name of the recorder;

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6. The name of any person that disclosed a conflict of interest under Rule 10 of this Constitution, summary of the nature of the conflict of interest, the reasons for recusal or non-recusal, and the circumstances of recusal;
7. Details and summary of discussion items;
8. Report items:
  1. the resolution put to the Members distinguishing special and ordinary resolutions
  2. a summary of comments made and opinions expressed
  3. a summary of general discussion
  4. the method of voting
  5. the result of a vote as declared by the Chairman
  6. if requested by a Member, his dissenting opinion or abstention with his brief statement;
9. Members questions:
  1. brief description question and name of questioner;
  2. brief details of responses and name(s) of responder(s);
  3. brief summary of conclusions reached if any;
10. Other business:
  1. a summary of comments made and opinions expressed
  2. a summary of general discussion
  3. a precise description of any motion moved
  4. the name of the proposer
  5. the name of the seconder
  6. the voting method
  7. the result of a vote as declared by the Chairman
  8. if requested by a Member, his dissenting opinion or abstention with his brief statement;
11. Other items:
  1. brief description of each matter
  2. brief summary of discussions/conclusions
  3. if a motion is moved –
    - a. a precise description of the motion
    - b. the name of the proposer
    - c. the name of the seconder
    - d. the voting method
    - e. the result of the vote as declared by the Chairman
    - f. if requested by a Member, his dissenting opinion or abstention with his brief statement
12. List of Actions.

11.3 Excluded matters shall be dealt with in accordance with the Trust's Confidential Minutes Protocol.

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- 11.4 Minutes of each Meeting shall be drawn up by the Clerk and submitted to the Chairman of the respective Meeting for review. Within 20 days of the Meeting and subject to Rule 11.3, the Clerk shall distribute the draft minutes to every Member, every Directors and the CEO. At their next Meeting, the Members shall agree final minutes which shall be promptly signed by the Chairman of the current meeting. A copy of the Signed Minutes shall be placed in the Academy Trust's minute book and permanently retained throughout the life of the Academy Trust.
- 11.5 The attendance record of a Meeting shall be part of the meeting minutes and be permanently retained throughout the life of the Academy Trust.
- 11.6 The recording and distribution of meeting minutes may be performed by hard copy or electronic transmission.
- 11.7 In respect of every meeting, a copy of the agenda, draft minutes approved by the Chairman, signed minutes and reports, documents and other papers considered at a meeting (except for Excluded Matters) shall be made available for inspection at every academy of the Academy Trust.

## **12.0 Cancellation of Meetings**

- 12.1 In the case of special circumstances where a scheduled Meeting must be cancelled after meeting notices have been sent to the Members, the Meeting may be cancelled if the person with convening right notifies the Members in writing at least three days prior to the scheduled meeting date.
- 12.2 In the case of urgent circumstances where the scheduled Meeting must be cancelled and it is impossible to notify the Members prior to the time specified above, the Meeting may be cancelled if the person with convening rights notifies the Members by telephone or other means at least three hours prior to the scheduled Meeting time and confirms that each Member has received such notice.

## **13.0 Delegation by the Members**

- 13.1 The Members have no powers to delegate other than when appointing a proxy.

## **14.0 Effective Date, Amendment and Review**

- 14.1 This Constitution shall be effective from 2019.
- 14.2 Any amendment to this Constitution shall be resolved by the Board of Directors.
- 14.3 This Constitution shall be reviewed annually by the Board of Directors in consultation with the Members.