

DISQUALIFICATIONS OF DIRECTORS (These rules also apply to any member of any committee of the Directors, including members of an Academy Board, who is not a Director therefore for Director read also Governor)

- 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
- 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
- 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.
- 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.
- 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 1986 or to an order made under section 429 (2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order)
- 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)
- A person shall be disqualified from holding office 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 or facilitated.
- 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)
- A person shall be disqualified from holding or continuing to hold office as a Director where he has, at any time, been convicted of a 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.

- ✓ 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 or the Chief Executive Officer 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.
- ✓ Where by virtue of the Articles of Association for the Trust 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 disqualified give written notice of that fact to the Company Secretary.

In addition to the above:

- ✓ 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)
- ✓ For the above article, 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 the following:
 1. 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.
 2. No Director may:-
 - a) buy any goods or services from the Company on terms preferential to those applicable to members of the public;
 - 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 Chief Executive Officer whose employment and/or remuneration is subject to the procedure and conditions the point below)
 - d) receive any other financial benefit from the Company unless:-
 - (i) the payment is permitted by the bullet point below and the Directors follow the procedure and observe the conditions set out in the next but one bullet point below or
 - (ii) the Directors obtain prior written approval of the Charity Commission and fully comply with any procedures it prescribes.
- ✓ Subject to the next bullet point, a Director may:

- a) receive a benefit from the Company in the capacity of a beneficiary of the Company or take part in the normal trading and fund raising activities of the Company on the same terms as members of the public;
 - 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 items of the lease are reasonable and proper.
- ✓ The Company and its Directors may only rely upon the authority provided by the bullet point above if each of the following considerations 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 a discussion of:
 - (i) his or her employment, remuneration, or any other matter concerning the contract, payment or benefit; or
 - (ii) his or her performance in the employment, or his or her 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 payment or the conferring of any benefit permitted by the bullet point above
 - c) the Director does not vote on any such matter and is not counted when calculating whether a quorum of Directors is present at the meeting;
 - d) save in relation to employing or contracting the Chief Executive Officer (a Director pursuant to the Articles of Association reference 46 (d) and 57) the other Directors are satisfied that it is in the interests of the Company to employ or 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 Directors in the minute book
 - f) a majority of the Directors then in office have received no such payments or benefit.
- ✓ The provision that no Director may be employed by or receive any remuneration from the Company (other than the Chief Executive Officer) does not apply to any existing employee of the Company who is subsequently elected or appointed as a Director save that this Article shall allow such a Director to receive remuneration or benefit the Company in his capacity as an employee of the Company provided that the procedure as set out in the bullet point above are followed.
- ✓ In the bullet points above inclusively:-
- 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

- (iii) 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 or 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.

Signed.....

Name (print).....

Date.....