



ELMLEA SCHOOLS' TRUST

Members

Terms of Reference

2022/2023

The role of the members

The members of the trust are guardians of the governance of the trust and as such have a different status to trustees. Originally, they will have been the signatories to the memorandum of association and will have agreed the trust's first articles of association (the legal document which outlines the governance structure and how the trust will operate). The articles of association will also describe how members are recruited and replaced, and how many of the trustees the members can appoint to the trust board. The members appoint trustees to ensure that the trust's charitable object is carried out and so must be able to remove trustees if they fail to fulfil this responsibility. Accordingly, the trust board submits an annual report on the performance of the trust to the members. Members are also responsible for approving any amendments made to the trust's articles of association.

Membership

Elmlea Schools' Trust have agreed to have five members.
Members are not permitted to be employees of the academy trust.

Quorum

The quorum for each meeting shall be three.

Meetings

Meetings will be a minimum of once per annum which will be the Annual General Meeting held in December annually.

Notice of at least one week must be given when convening additional meetings.

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The members have the power to make its own decisions within the terms recorded in the Articles of Association and the Trust Scheme of Delegation.

As charitable companies limited by guarantee every trust has Members who have a similar role to the shareholders in a company limited by shares.

Responsibilities:

- are signatories to the articles of association which includes definition of the trusts' charitable object and governance structure (where they are Founding Members);
- may, by special resolution, amend the articles of association, subject to any restrictions created by the trust's funding agreement or charity law;
- may, by special resolution (which requires 75% rather than a simple majority of Members to agree) appoint new Members or remove existing Members other than, where there is one, the foundation/sponsor body and any Members it has appointed;
- have powers to appoint Trustees as set out in the trust's articles of association, and have power under the Companies Act to remove any or all serving Trustees;

- may, by special resolution, issue direction to the Trustees to take a specific action;
- appoint the trust's auditors and receive the trust's annual audited accounts (subject to the Companies Act); and
- have power to change the name of the charitable company and ultimately, wind up the academy trust.

POLICIES

The members are not responsible for any policies.

RISK MANAGEMENT

At each meeting, review the relevant part of the risk register, adding additional risks that the school(s) face. Consider the underlying causes of the key risks and ensure that the school leadership is taking appropriate action to mitigate the risks.

CONFIDENTIALITY

Any matter discussed in the committee may be deemed confidential until the Board of Trustees has been informed. Confidential items will be recorded and circulated in separate minutes.

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Terms of Reference Adopted	Summer Term 2022
Review cycle	Annually
Review date	Summer Term 2023