

## **Terms of Reference for Members**

Members shall be appointed by Members. There should be no less than 3 but a maximum of 5 members. Trustees should not be a Member and must not be staff employed by the trust.

Each member has an equal stake, no one member can determine any amendments.

### **Attendance at meetings**

All members must attend. Member meetings are quorate if three Members are present.

### **Frequency of meetings**

Member meetings are held twice a year.

One of the meetings constitutes the formal Annual General Meeting (AGM) of the Trust to receive the Annual Audited Accounts, Annual Report and appointment of auditors.

### **Role of Members**

Members are the 'guardians' of the Trust and, in some ways, can also be viewed as the 'owners' of the Trust, although, unlike the owners of commercial companies, they do not, of course, take dividends from the Trust.

The role of Members is set out in the Trust's *Articles*. Their obligations are described in the DfE's *Academy Trust Handbook*.

They:

- are the subscribers to the Trust's memorandum of association (where they are founding members).
- may adopt and amend the *Articles* subject to any restrictions in the *Articles*, the funding agreement or charity law.
- may, in certain circumstances, appoint new Members or remove existing Members.
- have powers to appoint and remove Trustees in certain circumstances.
- must ensure the objects of the Trust are being met.
- appoint the Trust's external auditors.
- receive the Trust's audited annual accounts (subject to the Companies Act) and annual report at an Annual General Meeting of the Trust.
- may, by special resolution, issue direction to the Trustees to take a specific action.
- have power to change the name of the company and, ultimately, wind up the Trust.



## Remit of Members

Accordingly, the powers specifically **reserved** by Members within Respect (and, therefore, not delegated at all) are:

- To change the name of the Academy Trust.
- To change the objects within the *Articles of Association* (which would require Charity Commission and Secretary of State consent).
- To change the structure of the Trust Board.
- To amend the *Articles of Association*.
- To pass a resolution to wind up the Trust.
- To appoint and re-appoint the external auditors (save to the extent that the Trustees may make a casual appointment).

## Members must:

- Act together and in person, not delegating responsibility to others.
- Act strictly in accordance with Articles of Association.
- Act only in the Trust's interest without regard to personal interests.
- Manage affairs prudently.
- Take no personal benefit unless expressly authorised.
- Take proper professional advice on matters which they are not themselves competent.

## Reporting

All meetings will be minuted.

Minutes and any supplementary notes provided in advance of the meeting (subject to the need to protect matters of individuals' confidentiality) to allow members time to read.

Minutes checked, approved and signed for accuracy.

All documentation related to 5-Members Trustee and LGC will be stored on TTG.