



The Olympus Academy Trust

Governance Framework Appendix A

Trust Membership Policy

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Amendment History

Version	Amendment Date	Author	Amendment Summary
1	8 Dec 2012 24 January 2013	EO	<ul style="list-style-type: none"> Approved by Group Board and Members at the AGM. Approved by Board of Directors Trust Members
2	5 February 2013	EO	<ul style="list-style-type: none"> Updates to para 2.6 plus definition of LA person added; terminology changed. Approved by Board of Directors.
3	11 February 2015	VF	<ul style="list-style-type: none"> Updated in line with new Articles of Association. Approved by Board of Directors.

4	19 October 2016	RSI / JAn	<ul style="list-style-type: none"> Updated in line with new Articles of Association - Sept 16 version.
5	11 February 2020	RSI	<ul style="list-style-type: none"> Changes from students to learners and Directors to Trustees. Approved by Board of Directors.

1. Introduction

- 1.1 The aim of this policy is to help define the role of The Trust's Members (including how the Trust Members are appointed and removed) and what happens at general meetings of the Trust Members.
- 1.2 In the event that there is any dispute or lack of clarity over the interpretation of the contents of this policy the articles of association will take precedence.

2. The Role of Trust Members

- 2.1 Trust Members shall act at all times in the interests of The Trust and for the benefit of the learners and communities that it serves.
- 2.2 Trust Members agree to act as ambassadors for The Trust and promote its mission, vision, objectives and achievements within local communities served by The Trust; within wider communities where The Trust may wish to work in the future; and within the education sector as a whole.
- 2.3 Trust Members shall act as guardians of The Trust's objects as set out in its articles of association.
- 2.4 Trust Members must agree to be bound by the obligations on them as set out in the articles of association.
- 2.5 The liability of Trust Members is limited; each undertaking to contribute an amount (not exceeding £10) to the Trust's assets in the event of it being wound up for payment of its debts and liabilities.
- 2.6 Trust Members are entitled to attend and vote at any annual general meeting (AGM) and at any other general meeting. The following activities are to be conducted at the AGM:
 - Receiving the annual report of the board of directors which will include amongst other things:
 - the financial statements for the last accounting period.
 - the board of directors' report on the affairs of The Trust.
 - The appointment of the external auditors.

- The appointment and if necessary removal of directors (only those who are appointed by the Trust Members).
- The transaction of any other general business which requires the Trust Members' approval proposed by the board of directors and included in the notice convening the meeting. Such business may include any amendments to the articles of association.

3. **Admissions to Trust Membership**

3.1 The Membership of The Trust shall comprise:

- The original 5 signatories to the memorandum of association lodged with Companies House at the date of registration, until such date as they may resign their membership (or are removed or disqualified).
- Any person who may be appointed by the Trust Members.

3.2 The Chair of Trustees will be appointed as a Member to maintain the link between the membership and the Board of Trustees. They will cease to be a Member once they are no longer the Chair of Trustees but may be appointed as such if agreed by the Member.

3.3 All applications made will be put to the Trust Members. The board of Trustees will make their recommendations on admissions based on this policy. The Trust Members have the absolute power to accept or reject any application.

3.4 All those admitted as a Trust Member must agree to contribute such amount as may be required (not exceeding £10) in the event of The Trust being wound up for the payment of The Trust's debts and liabilities and other costs associated with the winding up. The requirement to contribute extends to all current Trust Members and those whose membership ceased within the preceding 12 months. In the event that The Trust is wound up and all debts and liabilities discharged any remaining assets will not be distributed to Trust Members but will be transferred to another charity or charities with similar objects.

3.5 The names of those admitted will be entered into the Register of Members and each Trust Member will be issued with a certificate.

4. Exclusions to Trust Membership

- 4.1 No person who would be automatically disqualified from Trust Membership under the provisions of the articles of association (see section 5 below).
- 4.2 The board of Trustees in considering applications for membership will advise the Trust Members to exclude from admission to membership the following persons:
- Those under the age of 16.
 - Anyone previously expelled from being a Trust Member.
 - Anyone previously removed as a director of the Trust.
 - Current members of staff.
 - Current students.
 - Corporate bodies whose objectives and values are incompatible with those of The Trust.
 - Anyone who (were they to become a Trust Member) might otherwise be recommended for removal as set out in 5.2 below.

5. Ending of Trust Membership

5.1 Membership of The Trust will cease automatically:

- If the Trust Member dies or due to mental or physical incapacity (illness, injury or disability) they become incapable of managing or administering their own affairs.
- If the Trust Member becomes insolvent or makes or proposes any arrangements with his or her creditors.
- If the Trust Member is a corporate entity and ceases to exist and there is no successor institution.
- If the Trust Member fails to sign a written consent to be a Trust Member or sign the register of members on becoming a Trust Member.

5.2 A proposal to remove a Trust Member may be considered by the board of Trustees and recommended to the Trust Members at a general meeting (or through written resolution of a majority of the Trust Members) if:

- their conduct is deemed to be in breach of the principles within the Code of Conduct for Trustees, Governors and Committee Members; or
- their conduct is deemed to be detrimental to the interests of The Trust; or
- their conduct is deemed to be incompatible with the position of Trust Member; or

- they have failed to participate (in person or by proxy) at any meeting of the Trust Members during any period which includes two successive AGMs; or
 - they fail to respond to a notice within a specified period (not less than 3 months) asking whether they wish to retain their membership; or
 - for any other reason which the board of directors considers appropriate in the circumstances.
- 5.3 The resolution to remove the Trust Member must be supported by a majority of the Trust Members voting, excluding the Trust Member to be removed.
- 5.4 Membership will cease immediately (or on a specified date) upon receipt of notice of resignation or removal by The Trust. A notice of removal or resignation will however only take effect if the number of Trust Members does not then fall below three. In such an event the removal or resignation will be refused until such time as further Trust Members have been appointed. Notice to appoint further Trust Members may be provided simultaneously to the notice of removal or resignation, in which case it may be accepted.

6. General Meetings and Voting Rights

- 6.1 General meetings will usually require 14 clear days' notice. The notice will specify the time, date and place of the meetings and the general nature of the business to be conducted.
- 6.2 The quorum for any general meeting is two Trust Members present in person or by proxy.
- 6.3 The Members need to elect a Chair for any General Meeting from amongst their number.
- 6.4 Each Trust Member has one vote.
- 6.5 Votes may be taken on each resolution by a show of hands by those Trust Members present in person on the basis of one vote per Trust Member, unless a poll is requested either before the vote or on the declaration of the vote by either:
- the chair; or
 - at least 2 Trust Members with the right to vote at the meeting; or
 - any Trust Member or Members who represent not less than 10% of all of the voting rights of all of the Trust Members with the right to vote at the meeting.
- 6.6 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair of the meeting.
- 6.7 The form of poll is at the discretion of the chair of the meeting. It may be carried out at the meeting or at a later date. The secretary will either announce the result at the meeting or notify Trust Members at the conclusion of the poll if it is held on a later date. The outcome of the poll will be binding on the meeting..

- 6.8 A Trust Member unable to attend a general meeting may appoint a proxy providing the notice of the appointment is received no later than 48 hours before the general meeting is due to commence (there are shorter timescales for polls demanded and deferred)..
- 6.9 The proxy appointed by default will be the chair of the meeting unless otherwise stated. The proxy may be given authority to vote on the resolutions as they see fit or instructed otherwise.
- 6.10 A proxy vote may be used in the event of a poll being taken but may not be used in a show of hands.
- 6.11 The Trust Members may also pass a resolution in writing which will be binding on The Trust as if it had been passed at a general meeting.