

THE ROLES & RESPONSIBILITIES OF MEMBERS



BACKGROUND

Academy Trusts do not have shareholders; they have Members. The role, responsibilities and rights of Members is very broadly analogous to that of shareholders. Members of the Trust do not however have rights of ownership in the company like shareholders because the profits of the Trust cannot be distributed to them. However, the Members can control changes in the Articles and other fundamental decisions relating to the Trust.

Members also have the right to remove a Trustee by ordinary resolution (a vote passed by a simple majority of Members).

The Members of the Trust are:

- the initial subscribers to the Memorandum of Association save for where they have ceased to be a Member; and
- any other person appointed by the Members by special resolution (a vote passed by a 75% majority of Members).

The names of the Members are set out in the Trust's Register of Members.

The Articles state that there should be a minimum of three Members. However, the DfE encourages trusts to have at least five members. The DfE also encourage trusts to ensure a distinction between the Members and the Board by ensuring that some Members are independent of the Board. Under the Articles an employee of the Trust cannot be a Member.

KEY RESPONSIBILITIES

More generally, Members are the 'conscience' of our Trust, ensuring that Trustees remain true to our Mission and values, so that the Trust continues to meet the needs of all of its students and schools. Whilst they do not have an operational role, they are an integral part of our school and Trust communities and are visible at events.

Members are not responsible for the "day-to-day" operation of the Trust or the Academies. Their main role includes the right and responsibility to:

- appoint other Members;
- amend the Articles of Association;
- change the name of the Trust;
- appoint and remove one or more Trustees;
- approve the appointment of the CEO as a Trustee;
- approve the Trust's Annual Report and Financial Statements;
- appoint the Trust's external auditors
- give directions by special resolution to the Board; and
- wind up the Trust.

BECOMING A MEMBER

Every Member of the Trust is required to counter-sign an appointment letter on their appointment. This letter sets out the nature of the role and the expectations of the Trust as to how they should perform the role.

The Articles contain the essential rules relating to the appointment and removal of Members and the conduct of general meetings.

The Financial Handbook also sets out further guidance for Members.