



## TERMS OF REFERENCE

### MEMBERS

The Members of Godalming College Academy Trust are the guardians of the governance of the Trust. As such, the role of a Member is to keep an oversight of the Board of Trustees to ensure that the Trust is acting within its Objects as set out in the Trust's Articles of Association. Whilst the Trustees will manage the business of the Trust and exercise all the powers of the Trust on a day-to-day basis, the Trustees are ultimately accountable to the Members.

#### 1. Membership

The Members of the Academy Trust shall comprise:

- a. the signatories to the Memorandum of Association; and
- b. any person appointed under Article 15A of the Trust's Articles of Association

provided that at any time the minimum number of Members shall not be less than three.

The Members may agree by passing a special resolution (75% majority vote) to appoint such additional Members as they think fit.

The Chair of Trustees will become a Member by default.

An employee of the Academy Trust cannot be a Member.

The Clerk to the Board of Trustees will be the Clerk to the Members.

#### 2. Meetings

As set out in the Trust's Articles of Association, Members' business is conducted at Members' meetings (which are 'General Meetings'), or by written resolution. Typically, Members will only meet once a year at the Annual General Meeting (AGM). The Academy Trust shall hold an Annual General Meeting each Academy Financial Year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Academy Trust and that of the next. All meetings other than the Annual General Meetings shall be called General Meetings.

#### 3. Quorum

In order for a meeting of the Members to be quorate, at least four Members should be present.

## **4. Members' Rights**

### **4.1 The right to appoint Trustees**

The Members may appoint by ordinary resolution up to 11 Trustees.

### **4.2 The right to remove Trustees**

The Members have the power to remove a Trustee (by means of an ordinary resolution, i.e. a majority vote) before the expiration of their term of office. Members must adhere to the detailed procedure set out within the Trust's Articles of Association and the Companies Act 2006 in order to enact this power.

### **4.3 The right to amend the Articles**

The Members have the power to amend the Articles (by means of a special resolution, i.e. a 75% majority vote) subject to any consents required by third parties (i.e. Charity Commission or Education and Skills Funding Agency).

### **4.4 The right to receive the annual accounts**

The Academy Trust's financial year end is 31 August and the accounts must be filed with Companies House by 31 May the following year. Members must receive the annual accounts by this date (31 May).

### **4.5 The right to appoint the auditors**

The Members have the right to appoint or re-appoint an auditor. The current auditor remains in office until the Members pass a resolution to reappoint or remove them.

### **4.6 The appointment and removal of Members**

Members may either pass a special resolution in writing (i.e. a 75% majority vote) or a written unanimous resolution to appoint additional Members and to remove any such additional Members, provided that such appointment or removal is in the best interests of the Academy Trust.

The Members may also be able to agree to remove any Member who was a signatory to the Memorandum (save that the agreement of the Member concerned is not required) and provided that such removal is in the best interests of the Academy Trust.