

**LEARN SHEFFIELD**

**Summary of proposed changes to the Learn Sheffield Articles of Association**

**1. Background**

- 1.1. Learn Sheffield was incorporated on 14 August 2015 as a company limited by guarantee. The Articles are its constitution and define what the company is, what it can do, and how it organizes itself internally in terms of the eligibility, appointment, removal and decision making process for the company members and company directors.
- 1.2. Learn Sheffield is subject to the School Companies Regulations (2978/2002), as amended (the "Regulations") due to the participation of maintained schools in the company; i.e. the Regulations do not otherwise apply to academies. A School Company must have a local authority designated as its supervising authority, which article 59 confirms as Sheffield City Council.
- 1.3. This advice has been provided to and for the use of Learn Sheffield only.

**2. Overview**

The Articles contain all of the features of company governance which are to be expected from articles of association. These are not bespoke articles, created solely and specifically for the purposes of Learn Sheffield, but do contain drafting required in consequence of the particular structure and purpose of the company as a means by which schools in the Sheffield area can collaborate in the delivery of services to local schools.

**3. Proposed changes**

1.1. Definitions

- 1.1.1. To provide consistency in the way in which terms are defined (e.g. Further Education Institutions as a class of membership, similar to Primary Schools);
- 1.1.2. To mark a clearer distinction between membership and voting rights.
  - 1.1.2.1. Only legal entities (e.g. academy trusts) can be members. An academy is not a legal entity.
  - 1.1.2.2. The legal entity is given multiple votes to represent each school (or education establishment)

1.2. Objects

Learn Sheffield does not exist to fulfill the statutory duties of the Council. This is a bar to Learn Sheffield having charitable status if it wished to seek such

1.3. Directors

1.3.1. To remove the [unintended] restriction on members of governing bodies being directors.

1.3.2. To emphasize that appointments are made on a skills basis to reinforce directors' statutory duties.

1.3.3. To resolve a conflict between the maximum number of directors permitted and the different categories of appointment which could not be satisfied.

1.3.4. To reflect the restriction on local authority associated persons appointed as directors, to reflect the restrictions which apply to avoid controlled and influenced status and the provisions which apply to academy trusts.

1.3.5. To ensure a manageable quorum and to permit business to be conducted

1.4. Throughout, minor changes to punctuation and terminology for the purposes of consistency.

**Wrigleys Solicitors LLP**  
**October 2016**