



Mercia
Learning Trust

Member Terms of Reference

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DOCUMENT CONTROL

Unless there are legislative or regulatory changes in the interim, this policy will be reviewed every year. Should no substantive changes be required at that point, the policy will move to the next review cycle.

1. Members' Purpose

- 1.1. Academy trusts do not have shareholders; they have members. The role and rights of members is analogous to that of shareholders. Members of an academy trust do not have rights of ownership in the company like shareholders because the profits of the company cannot be distributed to them. However, the members can control changes in the constitution (subject to DfE approval) and other fundamental decisions relating to the academy trust.
- 1.2. Members also have the right to remove a trustee by ordinary resolution (a vote passed by a simple majority of members). Generally, the members of a company limited by guarantee have few obligations other than their obligations towards the company and the other members, as set out in the constitution and other constitutional documents. This reflects the fact that it is the directors of a company that are responsible for its operation. The role of member is likely to therefore be a largely “hands-off role”. Perhaps the distinction between a member and trustee is best illustrated by an example; whilst the annual audited accounts will be presented to the members it is the trust board and the chair of trustees who approve, sign them and send them to Companies House.

2. Composition

- 2.1. MLT will have 5 members. The Chair of the Trust Board will automatically be a member, although they cannot be the Chair and the majority of Members must not serve as Trustees.

3. Frequency of Meetings

- 3.1. Members are expected to meet annually at the Annual General Meeting (AGM). The AGM usually takes place in January so that members can receive the annual audited accounts and trust performance report.
- 3.2. No business shall be transacted at any meetings unless quorum is present. A quorum is a majority of Members present in person or by proxy and entitled to vote upon the business to be transacted.

4. Responsibilities

- 4.1. Members are the most senior individuals / governance tier in our trust and hold the following responsibilities:
 - 4.1.1. Oversight of overall trust governance.
 - 4.1.2. Receive the annual report and accounts.
 - 4.1.3. Appoint and remove directors/trustees.
 - 4.1.4. Appoint the external auditors.
 - 4.1.5. Control changes to the constitution (subject to DfE approval) and other fundamental decisions relating to the academy trust.