January 2026

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

WMG Academy for Young Engineers

COMPANY NUMBER: 07937014

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

WMG Academy for Young Engineers

INTERPRETATION

1. In these Articles: -

   a. "The Academies" means all the schools and educational institutions referred to in Articles 4a) and established by the Company (and "Academy" shall mean any one of those schools or educational institutions);

   b. "Academy Trustees" means the Trustees appointed pursuant to Articles 51-52 and 'Academy Trustee' shall mean any one of those Trustees;

   c. "Academy Financial Year" means the academic year from 1st of September to 31st of August of the following year;

   d. "the Articles" means these Articles of Association of the Company;

   e. "Baker Dearing Educational Trust" means the charitable company limited by guarantee, registered charity 1138894, registered company number 07390138;

   f. "Chief Executive Officer" means such person as may be appointed by the Trustees as the Chief Executive Officer of the Company;

   g. "Chief Inspector" means His Majesty's Chief Inspector of Education, Children's Services and Skills or his successor;

   h. "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;

   i. "the Company" means save as otherwise defined at Article 6.9 the company intended to be regulated by these Articles and referred to in Article 2;

   j. "Employer Sponsor[s]" means Jaguar Land Rover, Rolls-Royce, National Grid, Squires Gears, and Aston Martin and such other employers relevant to the UTC as may be determined from time

to time by the Trustees;

k. "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

l. "the LAs" means all the local authorities covering the areas in which the Academies are situated (and "the LA" shall mean any one of these local authorities);

m. "Local Authority Associated Persons" means any person associated with any local authority within the meaning given in section 69 of the Local Government and Housing Act 1989;

n. "Local Governing Bodies" means the committees appointed pursuant to Articles 100-101 and 104 (and "Local Governing Body" means any one of these committees);

o. "Member" means a member of the Company and someone who as such is bound by the undertaking contained in Article 8;

p. "the Memorandum" means the Memorandum of Association of the Company;

q. "Office" means the registered office of the Company;;

r. "Principals" means the head teachers of the Academies (and "Principal" means any one of these head teachers);

s. "Principal Regulator" means the body or person appointed as the Principal Regulator under the Charities Act 2011;

t. "Relevant Funding Agreements" means the agreement or agreements entered into by the Company and the Secretary of State under section 1 of the Academies Act 2010 for the establishment of each Academy, including any variation or supplemental agreements thereof;

u. "Scheme of Delegation" means an instrument of the Trustees delegating such powers and functions of the Trustees as they consider to be desirable to delegate to the Local Governing Body of WMG Academy for Young Engineers;

v. "the seal" means the common seal of the Company if it has one;

w. "Secretary of State" means the Secretary of State for Education or successor;

x. "Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

y. "Staff Trustee" means an employee of the Company who may be appointed as a Trustee pursuant to Article 50A;

z. "teacher" means a person employed under a contract of employment or a contract for services or otherwise engaged to provide their services as a teacher at one or more Academies;

aa. "the Trustees" means the directors of the Academy Trust (and "Trustee" means any one of those directors), subject to the definition of this term at Article 6.10(b) in relation to Articles 6.2-6.;

bb. "the United Kingdom" means Great Britain and Northern Ireland;

cc. "University Sponsor[s]" means University of Warwick or any successor entity discharging the same function in respect of the Academies;

dd. words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;

ee. subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate;

ff. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto;

gg. University Technical Colleges (UTCs) mean schools providing a technical education in the age range 13 to 19 with an emphasis on a particular industry or scientific sector which the Academy Trust is operating under licence from Baker Dearing Educational Trust.

2. The Company's name is WMG Academy for Young Engineers (and in this document it is called "**the Company**").

3. The Company's registered office is to be situated in England and Wales.

OBJECTS

4. The Company's objects ("**the Objects**") are specifically restricted to the following:

a. to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum which includes provision for technical education ("**the Academies**"); and

b. to promote for the benefit of the inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life

of the said inhabitants.

5. In furtherance of the Objects but not further or otherwise the Company may exercise the following powers:-

a. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;

b. to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

c. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

d. subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependents;

e. to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects;

f. to co-operate with other charities, other independent and maintained schools, [schools maintained by a local authority, 16-19 Academies, alternative provision Academies]/ [institutions within the further education sector], voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;

g. to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;

h. to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Trustees;

i. to offer scholarships, exhibitions, prizes and awards to [pupils /students] [former pupils / former] students, and otherwise to encourage and assist [pupils / students] and [former pupils / former students];

j. to provide educational facilities and services to students of all ages and the wider community for the public benefit;

k. to carry out research into the development and application of new techniques in education and

to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other [schools/ educational institutions] and the voluntary sector to the education of pupils and students in academies;

l. subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Company, to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Company may think fit;

m. to deposit or invest any funds of the Company not immediately required for the furtherance of its Object (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);

n. to delegate the management of investments to a financial expert, but only on terms that:

i. the investment policy is set down in writing for the financial expert by the Trustees;
ii. every transaction is reported promptly to the Trustees;
iii. the performance of the investments is reviewed regularly with the Trustees;
iv. the Trustees are entitled to cancel the delegation arrangement at any time;
v. the investment policy and the delegation arrangement are reviewed at least once a year;
vi. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
vii. the financial expert must not do anything outside the powers of the Trustees;

o. to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required;

p. to provide indemnity insurance to Trustees in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;

q. not used;

r. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company;

s. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

6.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.

6.2 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. Nonetheless a member of the Company who is not also a Trustee may:

a. benefit as a beneficiary of the Company;

b. be paid reasonable and proper remuneration for any goods or services supplied to the Company;

c. be paid rent for premises let by the member of the Company if the amount of the rent and other terms of the letting are reasonable and proper; and

d. be paid interest on money lent to the Company at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by the Trustees, or 0.5%, whichever is the higher.

6.3 A Trustee may benefit from any indemnity insurance purchased at the Company's expense to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to: (i) any claim arising from any act or omission which Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not; and (ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as trustees of the Company. Further, this Article does not authorise a Trustee to benefit from any indemnity insurance that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.

6.4 A company, which has shares listed on a recognised stock exchange and of which any one Trustee holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefits in money or money's worth from the Company.

6.5 A Trustee may at the discretion of the Trustees be reimbursed from the property of the Company for reasonable expenses properly incurred by him or her when acting on behalf of the Company but excluding expenses in connection with foreign travel.

6.6 No Trustee may:

a. buy any goods or services from the Company;

b. sell goods, services, or any interest in land to the Company;

c. subject to Article 6.7, be employed by, or receive any remuneration from the Company (other than the Chief Executive Officer whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8, Staff Trustees and any other Trustee who is an employee of the Company);

d. receive any other financial benefit from the Company;

unless:

i. the payment is permitted by Article 6.7, and the Trustees follow the procedure and observe the conditions set out in Article 6.8; or

ii. the Trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

6.7 Subject to Article 6.8, a Trustee may:

a. receive a benefit from the Company in the capacity of a beneficiary of the Company;

b. be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Trustee;

c. receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees, or 0.5%, whichever is the higher.

d. receive rent for premises let by the Trustee to the Company if the amount of the rent and the other terms of the lease are reasonable and proper.

6.8 The Company and its Trustees may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

a. the remuneration or other sums paid to the Trustee do not exceed an amount that is reasonable in all the circumstances.

b. the Trustee is absent from the part of any meeting at which there is discussion of:

i. their employment, remuneration, or any matter concerning the contract, payment or benefit; or

ii. their performance in the employment, or their performance of the contract; or

iii. any proposal to enter into any other contract or arrangement with them to confer any benefit upon them that would be permitted under Article 6.7; or

iv. any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7

or

c. the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

d. save in relation to employing or contracting with the Chief Executive Officer the other Trustees are satisfied that it is in that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

e. the reason for their decision is recorded by the Trustees in the minute book.

f. a majority of the Trustees then in office have received no such payment or benefit.

6.8A The provision in Article 6.6 (c) that no Trustee may be employed by or receive any remuneration from the Company (other than a Staff Trustee or any other Trustee who is an employee of the Company, and the Chief Executive Officer) does not apply to an employee of the Company who is subsequently elected or appointed as a Trustee save that this Article shall only allow such a Trustee to receive remuneration or benefit from the Company in their capacity as an employee of the Company and provided that the procedure as set out in Articles 6.8(b)(i), (ii) and 6.8 (c) is followed.

6.9 In Articles 6.2-6.9:

a. "company" shall include any company in which the Company:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more Trustees to the Board of the Company.

b. "Trustee" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as their partner.

c. the employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:

i. a partner.

ii. an employee.

iii. a consultant.

iv. a director.

v. a member; or

vi. a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.

7. The liability of the members of the Company is limited.

8. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while they are a member or within one year after they cease to be a member, for payment of the Company's debts and liabilities before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

9. If the Company is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 6 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

10. Not used.

11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Company would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Company would cease to be a charity.

MEMBERS[1]

12. The Members of the Company shall comprise: -

a. the signatories to the Memorandum being

- University of Warwick
- EEF Limited trading as Make UK

[1] The Department's preference is for employees of the Company/Academy Trust not to be members

- Coventry and Warwickshire Chamber of Commerce

13. Each of the persons entitled to appoint Members in Article 12 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise. For the avoidance of doubt any replacement of a member appointed under Article 12b will take effect from the date of the written notice.

14. If any of the persons entitled to appoint Members in Article 12:

a. in the case of an individual, die or become legally incapacitated;

b. in the case of a corporate entity, cease to exist and are not replaced by a successor institution;

becomes insolvent or makes any arrangement or composition with their creditors generally; or

c. ceases to be a Member;

d. their right to appoint Members under these Articles shall vest in the remaining Members.

15. Membership will terminate automatically if:

a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;

b) a Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering their own affairs; or

c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.

15A. The Members may agree unanimously in writing to remove any Member(s) who is a signatory to the Memorandum (save that the agreement of a signatory to the Memorandum who is to be removed shall not be required), provided that it is in the interests of the Company to remove such a Member(s).

16. The Members may agree by passing a special resolution in writing to appoint such additional Members as they think fit and may agree by passing a special resolution in writing to remove any such additional Members provided that such appointment or removal is in the interests of the

Company.

16A. The Members agree to act in the best interests of the Company in furthering the Object of the Company as set out in Article 4 above.

17. Every person nominated to be a Member of the Company shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.

18. Any Member may resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be one immediately on the receipt by the Company of a notice in writing signed by the person or persons entitled to remove him under Articles 13 or 16 provided that no such notice shall take effect when the number of Members is less than two unless it contains or is accompanied by the appointment of a replacement Member.

GENERAL MEETINGS

19. The Company shall hold an Annual General Meeting each 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 Company and that of the next. The Annual General Meeting shall be held at such time and place as the Trustees shall appoint. All meetings other than Annual General Meetings shall be called General Meetings.

20. The Trustees may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any Member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

21. General meetings shall be called by at least fourteen clear days' notice, but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy.

The notice shall be given to all the Members, to the Trustees and auditors.

22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by,

any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum.

24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.

25. The chairperson, if any, of the Trustees or in their absence some other Trustee nominated by the Trustees shall preside as chairperson of the meeting, but if neither the chairperson nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairperson and, if there is only one Trustee present and willing to act, they shall be the chairperson.

26. If no Trustee is willing to act as chairperson, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairperson.

27. A Trustee shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.

28. The chairperson may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.

29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded: -

a. by the chairperson; or

b. by at least two Members having the right to vote at the meeting; or,

c. by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

30. Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

31. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

32. A poll shall be taken as the chairperson directs and they may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33. A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

34. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

35. A resolution in writing agreed by such number of members as required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members.

VOTES OF MEMBERS

36. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

37. Not used.

38. No Member shall be entitled to vote at any general meeting unless all moneys then payable by them to the Company have been paid.

39. No objections shall be raised to the qualification of any person to vote at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

40. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve) -

> "I/We, ..., of ....., being a Member/Members of the above-named Company, hereby appoint ..... of ....., or in their absence, ... of ..... as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company to be held on .....20[ ], and at any adjournment thereof.
>
> Signed on ..... 20[ ]"

41. Where it is desired to afford Members an opportunity of instructing the proxy how they shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve) -

> "I/We, ..., of ....., being a Member/Members of the above-named Company, hereby appoint .... of ....., or in their absence, ... of ....., as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company, to be held on .... 20[ ], and at any adjournment thereof.
>
> This form is to be used in respect of the resolutions mentioned below as follows:
>
> Resolution No. 1 *for * against
>
> Resolution No. 2 *for * against.
>
> - Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on ... 20[ ]"

42. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Trustees may -

a. be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

b. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;

c. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or to the Secretary or to any Trustee;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

44. Any organisation which is a Member of the Company may by resolution of its board of Trustees or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as that organisation could exercise if it were an individual Member of the Company.

TRUSTEES

45. The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

46. Subject to Articles 48-49, the Company shall have the following Trustees:

a. up to 4 Trustees, appointed under Article 50;

b. Academy Trustees appointed under Article 51 or Article 52; and

c. the Chief Executive Officer.

47. The Company may also have any Co-opted Trustees appointed under Article 58.

48. The first Trustees shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.

49. Future Trustees shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Trustee to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply.

APPOINTMENT OF TRUSTEES

50. The Members may appoint up to 4 Trustees.

50A. Not used.

50B. The total number of Trustees including the Chief Executive Officer who are employees of the Company shall not exceed one third of the total number of Trustees.

51. Subject to Article 52, the chairperson of each Local Governing Body shall be an Academy Trustee for as long as he remains in office as such and shall be appointed by the Trustees of the Company but they shall appoint as the chairperson of a Local Governing Body someone other than the Chief Executive Officer.

52. If the number of Academies exceeds 3, the chairmen of the Local Governing Bodies shall elect 3 persons from amongst their numbers to be the Academy Trustees. Any person elected in accordance with this Article shall only remain an Academy Trustee for as long as he remains chairperson of a Local Governing Body. The Trustees shall make all necessary arrangements for, and determine all other matters relating to, the election of the Academy Trustees in accordance with this Article. Any election of the Academy Trustees which is contested shall be held by secret ballot.

PARENT MEMBERS OF THE LOCAL GOVERNING BODIES

53. The Local Governing Bodies shall include at least two Parent members.

54. Parent members of the Local Governing Bodies shall be elected or appointed in accordance with the terms of reference determined by the Trustees from time to time. The elected Parent members of the Local Governing Bodies must be a parent of a registered pupil at one or more of the Academies at the time when he is elected or appointed.

54A. The number of Parent members of the Local Governing Bodies required shall be made up by Parent members appointed by the Trustees if the number of parents standing for election is less than the number of vacancies.

55. The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent members of Local Governing Bodies, including any question of whether a person is a parent of a registered pupil at one of the Academies. Any election of the Parent members of Local Governing Bodies which is contested shall be held by secret ballot.

56. In appointing a Parent member of a Local Governing Body or Advisory Body the Trustees shall appoint a person who is the parent of a registered pupil at an Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

CHIEF EXECUTIVE OFFICER

57. The Chief Executive Officer shall be a Trustee for as long as he remains in office as such.

CO-OPTED TRUSTEES

58. The Trustees may appoint up to four Co-opted Trustees. A 'Co-opted Trustee' means a person who is appointed to be a Trustee by being Co-opted by Trustees who have not themselves been so appointed. The Trustees may not co-opt an employee of the Company as a Co-opted Trustee if thereby the number of Trustees who are employed by the Company would exceed one third of the total number of Trustees including the Chief Executive Officer.

59 – 63. Not used.

TERM OF OFFICE

64. The term of office for any Trustee shall be four years save that this time limit shall not apply to the Chief Executive Officer or any Trustee appointed in accordance with Article 50. Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected.

RESIGNATION AND REMOVAL

65. A Trustee shall cease to hold office if they resign from office by notice to the Company (but only if at least three Trustees will remain in office when the notice of resignation is to take effect).

66. A Trustee shall cease to hold office if they are removed by the person or persons who appointed him.

67. Where a Trustee resigns from office or is removed from office, the Trustee or, where they are

removed from office, those removing them, shall give written notice thereof to the Secretary.

DISQUALIFICATION OF TRUSTEES

68. No person shall be qualified to be a Trustee unless they are aged 18 or over at the date of their election or appointment. No current pupil or current student of any of the Academies shall be a Trustee.

69. A Trustee shall cease to hold office if they become incapable by reason of illness or injury of managing or administering their own affairs.

70. A Trustee shall cease to hold office if they are absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that their office be vacated.

71. A person shall be disqualified from holding or continuing to hold office as a Trustee if -

a. their estate has been sequestrated, and the sequestration has not been discharged, annulled or reduced; or

b. he is the subject of a bankruptcy restrictions order or an interim order.

72. A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Trustees Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

73. A Trustee shall cease to hold office if they cease to be a Trustee by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

74. A person shall be disqualified from holding or continuing to hold office as a Trustee if they have been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they are responsible or to which they are privy, or which by their conduct contributed to or facilitated.

75. Not used.

76. Not used.

77. A person shall be disqualified from holding or continuing to hold office as a Trustee where they, at any time, have been convicted of any criminal offence, excluding any that have been spent under the

Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Trustee if they have not provided to the Secretary a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairperson or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Trustee; and they are, or is proposed, to become such a Trustee, they shall upon becoming so disqualified give written notice of that fact to the Secretary.

80. Articles 68 to 74, Articles 77 to 79 and Articles 97 to 98 also apply to any member of any committee of the Trustees, including a Local Governing Body, who is not a Trustee.

SECRETARY TO THE TRUSTEES

81. The Secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The Secretary shall not be a Trustee, or a Principal. Notwithstanding this Article, the Trustees may, where the Secretary fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Secretary for the purposes of that meeting.

CHAIRPERSON AND VICE-CHAIRPERSON OF THE TRUSTEES

82. The Trustees shall each school year elect a chairperson and a vice-chairperson from among their number. A Trustee who is employed by the Company shall not be eligible for election as chairperson or vice-chairperson.

83. Subject to Article 84, the chairperson or vice-chairperson shall hold office as such until their successor has been elected in accordance with Article 85.

84. The chairperson or vice-chairperson may at any time resign their office by giving notice in writing to the Secretary. The chairperson or vice-chairperson shall cease to hold office if -

a. they cease to be a Trustee;

b. they are employed by the Company;

- they are removed from office in accordance with these Articles; or
- in the case of the vice-chairperson, they are elected in accordance with these Articles to fill a vacancy in the office of chairperson.

85. Whereby reason of any of the matters referred to in Article 84, a vacancy arises in the office of chairperson or vice-chairperson, the Trustees shall at their next meeting elect one of their number to fill that vacancy.

86. Where the chairperson is absent from any meeting or there is at the time a vacancy in the office of the chairperson, the vice-chairperson shall act as the chair for the purposes of the meeting.

87-89. Not used.

90. The Trustees may remove the chairperson or vice-chairperson from office in accordance with these Articles.

91. A resolution to remove the chairperson or vice-chairperson from office which is passed at a meeting of the Trustees shall not have effect unless -

i. it is confirmed by a resolution passed at a second meeting of the Trustees held not less than fourteen days after the first meeting; and

ii. the matter of the chairperson's or vice-chairperson's removal from office is specified as an item of business on the agenda for each of those meetings.

92. Before the Trustees resolve at the relevant meeting on whether to confirm the resolution to remove the chairperson or vice-chairperson from office, the Trustee or Trustees proposing their removal shall at that meeting state their reasons for doing so and the chairperson or vice-chairperson shall be given an opportunity to make a statement in response.

POWERS OF TRUSTEES

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been

given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

94. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers, namely:

a. to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;

b. to enter into contracts on behalf of the Company.

95. In the exercise of their powers and functions, the Trustees may consider any advice given by the Chief Executive Officer and any other executive officer.

96. Any bank account in which any money of the Company is deposited shall be operated by the Trustees in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Trustees.

CONFLICTS OF INTEREST

97. Any Trustee who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Trustee shall disclose that fact to the Trustees as soon as they become aware of it. A Trustee must absent themselves from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Company and any duty or personal interest (including but not limited to any Personal Financial Interest).

98. For the purpose of Article 97, a Trustee has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Trustee as permitted by and as defined by Articles 6.5-6.9.

THE MINUTES

99. The minutes of the proceedings of a meeting of the Trustees shall be drawn up and entered into a book kept for the purpose by the person acting as Secretary for the purposes of the meeting; and shall be signed (subject to the approval of the Trustees) at the same or next subsequent meeting by the person acting as chairperson thereof.

COMMITTEES

100. Subject to these Articles, the Trustees:

a. may appoint separate committees to be known as Local Governing Bodies for each Academy; and

b. may establish any other committee.

101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Trustees. The establishment, terms of reference, constitution and membership of any committee of the Trustees shall be reviewed at least once in every twelve months. The membership of any committee of the Trustees may include persons who are not Trustees, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Trustees. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.

102.The Trustees shall establish a Local Governing Body for the UTC(s) and shall ensure that such Local Governing Body shall have more than one half of its members appointed by the university sponsor[s] and the employer sponsor[s] of the UTC(s).

103. The power of delegation exercised under Article 102 in relation to the establishment of a Local Governing Body for the UTC(s) shall be by way of a Scheme of Delegation. The Scheme of Delegation to be used may be attached to these Articles and amended by the Trustees from time to time.

104. Subject to Articles 102 and 103, the functions and proceedings of the Local Governing Bodies shall be subject to regulations made by the Trustees from time to time.

DELEGATION

105. The Trustees may delegate to any Trustee, committee (including any Local Governing Body), the Chief Executive Officer, the Principals or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made subject to any conditions the Trustees may impose and may be revoked or altered.

106. Where any power or function of the Trustees has been exercised by any committee (including any Local Governing Body), any Trustee, the Chief Executive Officer, the Principals or any other holder of an executive office, that person or committee shall report to the Trustees in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Trustees immediately following the taking of the action or the making of the decision.

CHIEF EXECUTIVE OFFICER AND PRINCIPALS

107. The Trustees shall appoint the Chief Executive Officer and the Principals of the Academies. The Trustees may delegate such powers and functions as they consider are required by the Chief Executive Officer and the Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Trustees and for the direction of the teaching and curriculum at the Academies).

MEETINGS OF THE TRUSTEES

108. Subject to these Articles, the Trustees may regulate their proceedings as they think fit.

109. The Trustees shall hold at least three meetings in every school year. Meetings of the Trustees shall be convened by the Secretary. In exercising their functions under this Article the Secretary shall comply with any direction -

a. given by the Trustees; or

b. given by the chairperson of the Trustees or, in their absence or where there is a vacancy in the office of chairperson, the vice-chairperson of the Trustees, so far as such direction is not inconsistent with any direction given as mentioned in (a).

110. Any three Trustees may, by notice in writing given to the Secretary, requisition a meeting of the Trustees; and it shall be the duty of the Secretary to convene such a meeting as soon as is reasonably practicable.

111. Each Trustee shall be given at least seven clear days before the date of a meeting –

i. notice in writing thereof, signed by the Secretary (or sent by the Secretary, in the event of an electronic communication), and sent to each Trustee at the address provided by each Trustee from time to time; and

ii. a copy of the agenda for the meeting;

provided that where the chairperson or, in their absence or where there is a vacancy in the office of chairperson, the vice-chairperson, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

112. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

113. A resolution to rescind or vary a resolution carried at a previous meeting of the Trustees shall not be proposed at a meeting of the Trustees unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

114. A meeting of the Trustees shall be terminated forthwith if -

a. the Trustees so resolve; or

b. the number of Trustees present ceases to constitute a quorum for a meeting of the Trustees in accordance with Article 117, subject to Article 119.

115. Where in accordance with Article 114 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

116. Where the Trustees resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Trustees shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Secretary to convene a meeting accordingly.

117. Subject to Article 119 the quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees, or, where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting.

118. The Trustees may act notwithstanding any vacancies in their number, but, if the numbers of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting.

119. The quorum for the purposes of -

a. any vote on the removal of a Trustee in accordance with Article 66;

b. any vote on the removal of the chairperson of the Trustees in accordance with Article 90;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees entitled to vote on those respective matters.

120. Subject to these Articles, every question to be decided at a meeting of the Trustees shall be determined by a majority of the votes of the Trustees present and voting on the question. Every Trustee shall have one vote.

121. Subject to Articles 117-119, where there is an equal division of votes, the chairperson of the meeting shall have a casting vote in addition to any other vote he may have.

122. The proceedings of the Trustees shall not be invalidated by

a. any vacancy among their number; or

b. any defect in the election, appointment or nomination of any Trustee.

123. A resolution in writing, signed by all the Trustees entitled to receive notice and vote at a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

124. Subject to Article 125, the Trustees shall ensure that a copy of

a. the agenda for every meeting of the Trustees;

b. the draft minutes of every such meeting, if they have been approved by the person acting as chairperson of that meeting;

c. the signed minutes of every such meeting; and

d. any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available at every Academy to persons wishing to inspect them.

125. There may be excluded from any item required to be made available in pursuance of Article 124, any material relating to -

a. a named teacher or other person employed, or proposed to be employed, at any Academy;

b. a named pupil or named student at, or candidate for admission to, any Academy; and

c. any matter which, by reason of its nature, the Trustees are satisfied should remain confidential.

126. Any Trustee shall be able to participate in meetings of the Trustees by telephone or video conference provided that:

a. they have given notice of their intention to do so detailing the telephone number on which

they can be reached and/or appropriate details of the video conference suite from which they shall be taking part at the time of the meeting at least 48 hours before the meeting; and,

b. the Trustees have access to the appropriate equipment. If after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

PATRONS AND HONORARY OFFICERS

127. The Trustees may from time to time appoint any person whether or not a Member of the Company to be a patron of the Company or to hold any honorary office and may determine for what period they are to hold such office.

THE SEAL

128. The seal, if any, shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

ACCOUNTS

129. Accounts shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Company was a non-exempt charity and Parts 15 and 16 of the Companies Act 2006 and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

ANNUAL REPORT

130. The Trustees shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

ANNUAL RETURN

131. The Trustees shall comply with their obligations under Part 24 of the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

NOTICES

132. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.

133. A notice may be given by the Company to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to them, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to them at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.

134. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

135. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

136. Subject to the provisions of the Companies Act 2006 and Article 6.3 every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

RULES

137. The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Academy Trust and for purposes

of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

a. the admission and classification of Members of the Academy Trust (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;

b. the conduct of Members of the Academy Trust in relation to one another, and to the Academy Trust's servants;

c. the setting aside of the whole or any part or parts of the Academy Trust's premises at any particular time or times or for any particular purpose or purposes;

d. the procedure at general meetings and meetings of the Trustees and committees of the Trustees and meetings of the Local Governing Bodies in so far as such procedure is not regulated by the Articles; and,

e. generally, all such matters as are commonly the subject matter of company rules.

provided always that, in respect of such rules or bye laws which may impact upon the WMG Academy for Young Engineers and the WMG Academy for Young Engineers Solihull, such rules or bye laws (including, without limitation, the Scheme of Delegation) shall only be made and amended following consultation with the Chief Executive of the Baker Dearing Educational Trust.

138. The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Company all such rules or bye laws, which shall be binding on all Members of the Company provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

AVOIDING INFLUENCED COMPANY STATUS

139. Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in general meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis.

140. No person who is a Local Authority Associated Person may be appointed as a Trustee if, once the appointment had taken effect, the number of Trustees who are Local Authority Associated Persons would represent 20% or more of the total number of Trustees. Upon any resolution put to the Trustees, the

maximum aggregate number of votes exercisable by any Trustees who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Trustees on such a resolution and the votes of the other Trustees having a right to vote at the meeting will be increased on a pro-rata basis.

141. No person who is a Local Authority Associated Person is eligible to be appointed to the office of Trustee unless their appointment to such office is authorised by the local authority to which they are associated.

142. If at the time of either them becoming a Member of the Company or their first appointment to office as a Trustee any Member or Trustee was not a Local Authority Associated Person but later becomes so during their membership or tenure as a Trustee they shall be deemed to have immediately resigned their membership and/or resigned from their office as a Trustee as the case may be.

143. If at any time the number of Trustees or Members who are also Local Authority Associated Persons would (but for Articles 139 to 142 inclusive) represent 20% or more of the total number of Trustees or Members (as the case may be) then a sufficient number of the Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Trustees or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Trustees or Members (as the case may be) is never equal to or greater than 20% of the total number of Trustees or Members (as the case may be). Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment date the most recently appointed resigning first.

144. The Members will each notify the Company and each other if at any time they believe that the Company or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act 1989).

THE COMPANIES ACT 2006

& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)

A COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

WMG Academy for Young Engineers

THE COMPANIES ACT 2006

& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)

SCHEDULE 2

A COMPANY LIMITED BY GUARANTEE

Regulation 2(b)

MEMORANDUM OF ASSOCIATION OF

WMG Academy for Young Engineers

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Names of Each Subscriber **Authentication of Each Subscriber**

Name: R.A. DRINKWATER Signed:

On behalf of: The University of Warwick

Name: RICHARD GREENWAY Signed:

On behalf of: EEF Limited trading as Make UK

Name: Corin Crane Signed:

On behalf of: Coventry and Warwickshire Chamber of Commerce

26th January, 2026.

DATE