

Cumbria Education Trust
MEMBERS TERMS OF REFERENCE
2025-26

Role

- Members are the subscribers to the memorandum of association (where they are founding members)
- Members may amend the articles of association subject to any restrictions created by the funding agreement or charity law
- Members may, by special resolution, appoint new members or remove existing members other than, where there is one, the foundation/sponsor body and any members it has appointed
- Members have powers to appoint trustees as set out in the trust's articles of association and powers under the Companies Act 2006 to remove trustees
- Members may, by special resolution, issue direction to the trustees to take a specific action
- Members appoint the trust's external auditors and receive (but do not sign) the audited annual report and accounts (subject to the Companies Act)
- Members have power to change the company's name and, ultimately, wind it up

Administration

- The Members will meet twice a year (including the AGM).
- Non-Confidential minutes from the AGM will be available via the Cumbria Education Trust website
- The AGM will be quorate if two Members are present.
- The AGM agenda will be agreed in advance by the Chair of the Members and papers will be circulated to Members and attendees at least 5 working days in advance of the meeting.
- Notes of meetings will be taken and approved in draft by the Chair of Members. The notes will be circulated to the Members within at least 10 working days following the meeting.

The Members have Final approval for the following:

Governance

Appointment of Members*

Appointment and **Re-appointment** of Trust Board Directors*

Dismissal of Trust Board Directors

Amendment of Trust Articles of Association*

Dismissals

Chief Executive

Statutory Requirements

Appointment of External Auditors

**Please note where asterisks, see Notes column of Scheme of Delegation for further information.*