



Structure, Governance and Management

Constitution

The academy trust is a company limited by guarantee and an exempt charity. The charitable company's memorandum and articles of association are the primary governing documents of the academy trust. The Governors of Saint Ambrose College Edmund Rice Academy Trust are also the directors of the charitable company for the purposes of company law. The charitable company is known as Saint Ambrose College.

Member's Liability

The members of the charitable company undertake to contribute to the assets of the charitable company in the event of it being wound-up while they are a member, or within one year after they cease to be a member, such amount as may be required, not exceeding £10 Sterling, for the debts and liabilities contracted before they ceased to be a member.

Governors' Indemnities

The College maintains Governors' and Officers' liability insurance which gives appropriate cover for any legal action brought against its Governors. The College has also granted indemnities to each of its Governors and other Officers to the extent permitted by law. Qualifying third party indemnity provisions (as defined by section 234 of the Companies Act 2006) were in force during the period and remain in force, in relation to certain losses and liabilities which the Governors or other Officers may incur to third parties in the course of acting as Governors or other Officers of the College. The limit of the indemnity is £2,000,000

Method of Recruitment and Appointment or Election of Governors

The company's articles of association provide for the election or appointment of Governors. In summary, the number of Governors shall not be less than three and has no maximum number. Ordinarily, the governing body consists of-

- up to 8 Foundation Governors appointed by the Chairman of the Trustees of the Property held in connection with the English Province of the Congregation of Christian Brothers
- up to 4 Parent Governors appointed by parents of registered pupils in the College
- up to 2 Staff Governors appointed by staff members of the College
- the Principal *ex officio*

A Governor's term of office (excluding the Principal) is 4 years and they may be re-appointed or re-elected for further terms of office. Foundation Governors will serve no longer than 3 consecutive terms and co-opted Governors will serve a maximum of 2 consecutive terms of office.

Appropriate training is provided to all Governors as required.

