

## RANGE HIGH SCHOOL

### Minutes from the Annual General Meeting of the Members held on 8 December 2016

**Members Present:** Mr I Burton, Mrs G Gentles, Mr J Rimmer, Dr K Russell, Dr M Thomas,

**Also Present:** Mr G Aldridge - Headteacher  
Mrs J Gordon – Clerk to the Governors

#### **Background**

The Academy Trust is constituted as a charitable company limited by guarantee and is registered with Companies House. As a legal entity in its own right, the Academy Trust is, for example, able to enter into contracts in its own right, to hold land, employ staff and to be a member and director of other companies. Because the Academy Trust is both a company and a charity, the governors are also directors and charitable trustees and need to therefore comply with obligations under company and charitable law.

The Academy Trust of Range High School was formed by the individuals who signed the Memorandum of the company when it was first created. As governors have left the governing body new members have taken their place on the Academy Trust. The Academy Trust, as a company, entered the Funding Agreement with the Secretary of State and is legally responsible both to the Secretary of State and to parents/pupils for the running of the Academy.

The internal management of the school is the responsibility of the governors who exercise the powers and carry out the duties of the Academy Trust.

The liability of the members of the Academy Trust is limited, as with any company limited by guarantee, by the amount of the guarantee undertaken by the member (this is set at £10 in the Articles of Association).

The functions of the members of the Academy Trust include:

- Overseeing the achievement of the objectives of the company
- Taking part in Annual and Extraordinary General Meetings
- Appointing some of the governors
- Signing off the company's financial accounts and annual report
- Power to amend the Articles of the company and, ultimately, to remove the governors/directors

Overall, members usually have much more limited practical involvement in the management of the company than the governors.

#### **1. Declaration of Interest**

There were no declarations of interest.

#### **2. Current Members of the Academy Trust**

The current members are:

- Dr Mervyn Thomas (Community governor and Chair of Governors)
- Mr Jim Rimmer (Community governor and Chair of the Resources Committee)
- Dr Katrin Russell (Parent Governor and Chair of the Safeguarding & Leadership Committee)

- Mr Ian Burton (Parent governor, Vice Chair of Governors and Chair of the Teaching & Learning Committee)
- Ms Gill Gentles (Staff governor)

3. The Minutes from the last Annual General Meeting (10 December 2015) had been circulated to governors with the Agenda. They had been agreed, signed and discussed at the full meeting of governors held on 23 March 2017. There were no matter arising.

#### 4. Articles of Association

The Articles of Association, which came into force in November 2011, were considered to be still relevant for this academic year. No changes are required.

#### 5. Funding Agreement

There have been no changes to the Funding Agreement since conversion to Academy Status in November 2011.

#### 6. Accounts 2015/16 + Annual Return

The audited accounts for 2015/16 had been prepared by Moore & Smalley and presented to both the Finance & Buildings Committee (17 November 2016) and the full governing body (8 December 2016) for discussion and agreement. **The Members received the fully audited accounts and they will now be submitted to the Education Funding Agency and for publication to Companies House.**

Information held by Companies House can be accessed by other organisations and the general public.

#### 7. Auditors

Moore & Smalley are the school's current auditors. They were appointed for a 3-year period ending 31 December 2017; this means that they will complete the annual accounts for 2016-17.

The Members **AGREED** to charge the Resources Director with initiating a tendering process in the autumn term 2017 for the appointment of the Auditors for the next 3-year period (1 January 2018 – 31 December 2020). Those tenders will come before the Members at the next AGM (December 2017) for a decision.

**Q. Is there a limit on how many times an Auditor can be appointed?**

**A. There is no limit – we have been with the current Auditors since academy conversion.**

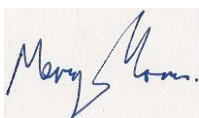
**Q. Do they rotate their staff so the same people are not coming out each time?**

**A. We have had different staff conducting the audit over the years.**

8. These Minutes will be discussed, agreed and signed at the next full governors meeting (23 March 2017).

Meeting ended at 6.40 p.m.

Signed \_\_\_\_\_



Date 23 March 2017