

## RANGE HIGH SCHOOL

### Minutes from the Annual General Meeting of the Members held on 12 December 2013

**Members Present:** Dr G Butcher, Mrs S Owen, Mr J Rimmer, Mr J Sellick, Dr M Thomas

**Also Present:** Mrs J Gordon – Clerk to the Governors

**Governors Present:** Mr G Aldridge (Headteacher), Mrs J Clark, Dr K Russell, Mr C Trollope,  
Mrs G Williams,

**Apologies were received from:** Mr D Birrell

#### **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. 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. Appointment of New Members to the Trust**

Following the resignation of two governors who were also Members of the Academy Trust – Mr Duncan Smith (Parent Governor and Chair of the Finance & Buildings Committee) and Mrs Jan

Cranny (Staff Governor) – and the changes made to the Committee structure in September 2013 the following governors were appointed as Members of the Academy Trust:

- Dr Graham Butcher (Parent governor and Chair of the Teaching & Learning Committee)
- Mr Jim Rimmer (Community governor and Chair of the Finance & Buildings Committee)
- Mr Jonathan Sellick (Staff governor)

They join the current Members:

- Dr Mervyn Thomas (Community governor and Chair of Governors)
- Mrs Stella Owen (Community governor and Vice-Chair of Governors)
- Mr Duncan Birrell (Parent governor and Chair of the Safeguarding & Leadership Committee)

### 1. **Articles of Association**

The Articles of Association, which came into force in November 2011, were considered to be still relevant for this academic year. The Clerk will check whether they would need to be changed if the school became a Teaching School when notification of a successful application has been received.

If that change does have to be made there are two other minor changes that could be made at the same time:

- (i) Article 21 – Notice of General Meetings – Change the period of notice from 14 days to 7 days
- (ii) Article 83 – Chair and Vice Chair of the Governors – Give the option to appoint the Chair and Vice Chair for a period longer than one year

A charge of £300 will be made by the school's solicitors, Browne Jacobson to change the Articles of Association, therefore it was felt prudent to wait to see if any further changes were required, e.g. teaching school.

It was noted that under Article 36 – Votes of Members – each member could vote by proxy. It was decided not to introduce proxy voting at this stage but it would be reviewed at a later date following a discussion by the full governing body.

### 3. **Funding Agreement**

It was noted that there had been no changes to the Funding Agreement since conversion to Academy Status.

### 4. **Accounts 2012/13 + Annual Return**

The audited accounts for 2012/13 had been prepared by Moore & Smalley and presented to both the Finance & Buildings Committee and the full governing body for discussion and agreement. The Members received the fully audited accounts and they will now be submitted for publication to Companies House.

### 5. **Appointment of Auditors**

Moore & Smalley have been appointed as accountants for the 2013/14 financial year. Auditors for 2014/15 and beyond will be reviewed during the Autumn Term. It was suggested that Mr Pritchard

could be asked to draw up a suitable shortlist of accountants to be discussed by the Members at their next meeting (December 2014).

**AGREED**

**6. Companies House – Academy Responsibilities**

The Resources Director, who is also the Company Secretary, had prepared a document outlining the responsibilities of the Academy Trust with regard to Companies House. There are three main interactions:

- (i) Notification of Changes – to the establishment or its Directors
- (ii) Annual Return – to confirm that all the information held by Companies House is current and correct. In-year amendments are notified to Companies House as and when they occur
- (iii) Annual Accounts Submission – to be submitted within 9 months of the end of our annual accounting period

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

Signed \_\_\_\_\_

Date 27 March 2014