

Humber Education Trust
Annual General Meeting



EXTRACT

Minutes of a meeting of Members
 held at Humber Education Trust (HET) office, Bude Park Primary School
 12 February 2020 at 6.00pm

PRESENT: Mr G Brook (in the chair)
 Mrs J Campbell, Mrs S Des Forges (present by proxy), Ms L Hider
 (present by proxy), Ms J Wilson, Mrs D Wrapson

IN ATTENDANCE: Mr P Brown, Trustee
 Mrs J Drinkall, CEO, NCCAT
 Ms S Hinchcliffe, Trustee
 Mr P Plumridge, Deputy CEO, Humber Education Trust
 Mrs N Siddle, CFO, Humber Education Trust
 Mrs R Wilkes, CEO, Humber Education Trust

CLERK TO THE GOVERNORS: Mr D Beilsten, LA Governors' Team.

[...]

- 23 **TRUST ARTICLES OF ASSOCIATION.** Consideration of a change to the Articles had arisen as a result of the income generated from the letting and community use of swimming pools at Frederick Holmes and Ganton schools. Concerns had surrounded the potential to fall within the criteria which would result in liability for Corporation Tax, together with VAT implications and registration. It was explained that the addition of community purpose to the Trust's objects within the Articles would enable the removal of all community use income from the Corporation Tax threshold and, as sports club usage was VAT exempt, would limit the income eligible for VAT registration. The only other income which would be eligible was the HR service provided to schools outside the Trust. However, the service was non-profit making; tax was only payable on income which represented a profit.

Attention was drawn to the new Articles of Association, circulated with notice of the meeting, and the inclusion under the section titled Objects (page 8, 4b refers) the wording required to reflect, in addition to education, a community purpose. **It was, in response to a question, confirmed that the paragraph had been prepared and provided by a solicitor and complied with legal requirements.** It was confirmed that the change in the Trust's objects had received approval of the DfE and Charity Commission.

Graeme Brook

S

Clarification was sought and received that not all schools in the Trust made their facilities available for community use. Additional questioning revealed the processes and procedures which were in place to ensure the recording and monitoring of income and expenditure in respect of community use.

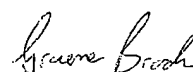
Information was received in respect of details included on forecast returns, the request by the auditors for an income statement at the end of the year and ensuring, in terms of scrutiny, that all 'other income' codes had appropriate narrative confirming what was included. **It was, in response to an enquiry, explained that revenue spend was a school level decision.** Details were received of the high running costs associated with swimming pools.

It was reported that the decision to approve the change and adoption of the new articles of association (the "**New Articles**") required special resolution; 75% of Members to agree. Confirmation was received that proxy forms voting in favour of adoption of the new articles had been submitted by Mrs Des Forges and Ms Hider. Mr Brook, Mrs Campbell, Ms Wilson and Mrs Wrapson approved the adoption of the new articles. A total of 6 out of 7 Members (85%) had approved the change and adoption of the new Articles and, consequently, it was:

RESOLVED: that the Company, by special resolution, adopt the new Articles of association (the 'New Articles') in the form annexed to the resolution and in substitution for the Company's current articles.

[...]

END



.....
Chair's initials