

WEDNESDAY



A21 *A2MHZFCH* #391
04/12/2013
COMPANIES HOUSE



TORCH ACADEMY GROUP COMPANY No:7635510

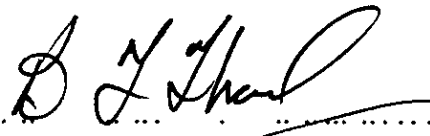
Special Meeting of the Members of the Trust Wednesday 10th July 2013 at 5.30 pm at Toot Hill School in the Staff Training Centre

Minutes

1.	<p>Apologies Mr R Flewitt, Mr Mills (work-related), Mrs White (conflicting appointment) <i>The Members consented to the absences</i></p>
2.	<p>Preliminaries</p> <p>i) To confirm that due notice of the meeting has been given and that a quorum is present.</p> <p>ii) To confirm that Members have been advised of their entitlement to appoint a proxy.</p> <p>The Members noted that Mr Flewitt had appointed Mr Thomas as proxy</p> <p>iii) To agree the minutes of the meeting held on 28th January 2013. The minutes were agreed by the Members</p>
3.	<p>Interests of directors</p> <p>Each Member present to declare the nature and extent of his/her interest in the business to be transacted at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 (the "Act") and the Company's articles of association or confirmed he/she had no such interest which he/she was required to disclose</p> <p>Mr Tomasevic declared an interest in Item 4 (expenses charged by Directors).</p>
4.	<p>Special Resolution</p> <p>i) To consider the proposed Special Resolution to amend Clause 6.5 of the Articles of Association and to adopt revised Articles.</p> <p>The Members agreed the auditors' recommendation that trip and visit proposals etc be submitted to the Trust Board in advance, detailing cost and benefit to the</p>

ii)	<p>Trust, before authorisation by the Trust Board. Authorisation would be required before any such trip or visit took place.</p> <p>In response to a question the Clerk advised that a policy for the claiming of expenses, giving specified levels and amounts permissible, would be appended to the Financial Regulations for TAG Trust Academies which would be proposed to the Trust Board at the Ordinary Meeting scheduled for 9th September 2013 and, once approved, presented to the local governing bodies of each academy at their termly meeting.</p> <p>To vote on agreement of the proposal. The Members resolved to agree the Special Resolution for amendment to the Articles of Association and the revised Articles of Association were adopted</p>
12.	<p>To determine any further business and to close the meeting.</p> <p>Mr Tomasevic advised that the initial constitution of the Members, having originally consisted of all the school governors, had been questioned by the DfE Normally there were 3 Members. Mr Tomasevic formally resigned as a Member of the Trust and relayed the view of the EFA that Members should not also be Directors of the Trust Board so as to clarify lines of accountability</p> <p>Following discussion the Members agreed that only 3 Members were required in addition to the requirement for the Chair of Directors to be a Member. Following discussion, Mr Tomasevic proposed that Members should not be Directors of the Trust Board and the Members resolved to agree.</p> <p>The following Members resigned: Mr Aldrich; Mr Suthers; and Mrs Macdougall, Mrs Bear. The Members agreed that the clerk would advise the other Members and invite them to resign. The following individuals agreed to remain as Members:</p> <p>Mr B Thomas (Director, Chair of Trust Board)</p> <p>Mr Hoare Mr Waterland Mr Chandrakumar.</p>
13	Date of Next Meeting AGM Monday 9 th December at 6 pm.

Related documentation
Agenda,
Special Resolution
Revised Articles

Signed  Date . 2/12/13
 Barrie Thomas, Chair of Trust Board/Members