



### **Using a Proxy**

The Diocesan Board of Education is a member of every Church Academy Trust through a separate company called the Diocese of Leicester Educational Trust (DLET). Wherever possible, a representative of DLET will be present at the AGM, however circumstances may preclude this and, in this case, a proxy will be forwarded.

A Member of the Company is entitled to appoint one or more proxies to attend the meeting and vote on his/her behalf. If a Member wishes to appoint a proxy he/she should please notify the Company Secretary/Clerk in writing at least 24 hours in advance of the meeting. Notice of the appointment of a proxy should be in the following form:

"I/We, ....., of ....., being a Member/Members of the above-named Company, hereby appoint .... of ....., or in his absence, .... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company to be held on .... 20[ ], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \* against

Resolution No. 2 \*for \* against.

(Strike out whichever is not desired.)

### **Timing**

The rules in respect of the company's general meetings are set out in the Articles of Association. It must hold an AGM but may also call other general meetings as and when required. General meetings (both AGMs and others) are called by the Directors but any two or more of the Members may require the Directors to call a general meeting and should not hesitate to do so if they believe that they have substantial cause. In some situations, a single Member or Director may call a meeting.

Any general meeting (including the AGM) is the Members' meeting and only they may vote. However, Directors can be present and speak, but not vote. There is no provision for Members to hold a general meeting without the Directors being present.

### **Notice**

14 clear days' notice of the AGM is required to be given by the Directors in accordance with the Articles.

### **Quorum**

The Chair of the meeting will declare a quorum (two members capable of voting unless the Articles say otherwise) is present and that the meeting may proceed as the Annual General Meeting.

The Chairperson will note apologies from members unable to attend.

### **Election of Chairman**

The chairperson and vice-chairperson are not elected at the AGM but by the Directors at their first meeting of the year in accordance with the Academy Trust's Articles of Association.

### **Company Secretary/Clerk to Directors**

There is no requirement for an Academy Trust to have a Company Secretary, but there should be a clerk (or governance professional) who has an administrative role in the Articles and an advisory role in practice. References to the 'Secretary' in the Articles are to the clerk.

### **Declaration of Interests**

The Academy Trust is a company limited by guarantee and not having a share capital and accordingly the Directors must comply with the obligations of Directors of a company under the Companies Act 2006 and applicable law including the requirements on Members and Directors in the Academies Handbook. This includes a requirement for them to declare their interest in any proposed transactions or arrangements. Members should also make such declarations at this point. **The Academies Handbook is re-published annually and sets out all the relevant requirements. It is important, therefore, that you are aware of this and check that declarations of interest adhere to the most up-to-date requirements.**

The minutes would read that the Members and Directors present declared the nature and extent of their interest in any business of the Academy. This will be relevant particularly if a transaction has been proposed or a contract entered in which one of the directors has an interest.

### **Directors' Report**

The AGM is the forum for the Members to assure themselves that the Academy Trust is truly being carried out in accordance with the terms of the site trusts (for the Church academies in a MAT) as well as those of the Articles, Funding Agreements (Master and Supplemental), Academies Handbook and Church Supplemental Land Agreements in place.

The Directors must be prepared to discuss not only those items listed on the agenda but also:

- How the Academy Trust has fulfilled its objectives in the previous year
- What the objectives are for the next year
- Summary of capital projects
- Summary of all insurance policies relating to the academy including the current insurance policy for the schools themselves
- Summary of programme of inspections (e.g. asbestos)
- Matters arising from review of Articles/Funding Agreements/Supplemental Agreements\* and confirmation that they have acted in accordance with all requirements therein and if not, how, why and what action will be taken.

\* Directors are encouraged to read these documents at least once a year, ideally before the AGM to remind themselves of the requirements on the Company therein.

### **Ordinary Resolutions**

Agenda items such as the appointment of auditors may be proposed and recorded in the minutes as ordinary resolutions meaning a 51% majority is required. The



available for inspection by any interested party and hence should always be circulated to Members, Directors, the DBE and site trustees if they are not members.