

Extraordinary General Meeting

8 March 1995.

**Minutes of an Extraordinary General Meeting
of Heathfield School
held at the school
on Wednesday 8 March 1995 at 10:10am**

Present:	A.B.V. Hughes Mrs A. Burgess Miss N. Campbell Mrs C. Deedes Mrs J. Dollar Dr A.E.C. Letley J.F. Meighan M.G. Packe	Chairman
In Attendance:	Mrs J.M. Benammar R. Tierney	Headmistress Bursar and Secretary

Item 1. Special Resolution. The following resolution was moved as a special resolution that Clause 4 of the Memorandum of the Company should be amended to read as follows:

"The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association

PROVIDED THAT nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Association to any member of the said Council or Governing Body except

- a. repayment of out of pocket expenses;
- b. the payment of any indemnity insurance premium to cover the liability of all or any member or members of the said Council or Governing Body in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association: PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the said member or members knew to be a breach of duty or breach of trust or which was committed by the said member or members in reckless disregard of whether it was a breach of duty or a breach of trust or not;



Item 2. **Special Resolution.** The meeting considered the following special resolution that Clause 4 of the Memorandum of the Company should be amended to read


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c. interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association PROVIDED THAT this provision shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than 100th part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment".



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After due discussion, the Chairman proposed and Miss Campbell seconded that, subject to the approval of the Charity Commissioners pursuant to section 64 of the Charities Act 1993, the amendment be adopted." *This was passed unanimously.*