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*The following is an extract from the Minutes referring to the Special Resolution to amend the Memorandum of Association*

**Herefordshire Group Training Association**

**MINUTES OF THE ANNUAL GENERAL MEETING  
HELD ON 11 MARCH 2003 at 12.30 pm  
AT THE ASSOCIATION'S OFFICES, HOLMER ROAD, HEREFORD**

<b>Present:</b>	Deborah Gittoes	Arctic Circle
	Mark Shutler	Denco
	Nigel Shepherd	Haigh Engineering
	Adrian Gale	Kerry Aptunion
	Len Strong	Opella
	Lynda Nash	Opella
	David Goldsmith	Painter Brothers
	Lin Pritt	Polytec Holden
	Steve Beard	RB Medical Engineering
	David Baldwin	Robertsons Ledbury Preserves
	Richard Shacklady	Special Metals Wiggan
	Richard Watts	Technical Rubber Products
	John Baldwin	Thorne Wiggery
	Kevin Tong	Thorne Wiggery
	Philip Round	Chief Executive

<b>Executive Committee:</b>	Reg French	Chairman
	Keith Williams	AK Industries
	Duncan Green	Bulmers
	Ken Davies	KGD Industrial Services - Treasurer
	Robert Hunt	Special Metals Wiggan - Secretary
	Ken Bayliss	Wrayram Engineers

**In attendance:** Carolyn Hamlyn      Group Secretary

**Items 1-5 were discussed followed by**

**6. Statutory Elements**

- 6.1 Re-election of Executive Members
- 6.2 Election of Officers
- 6.3 Adoption of Accounts
- 6.4 Appointment of Auditors

TUESDAY



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30/09/2008  
COMPANIES HOUSE

**6.5 Special Resolution** - a draft resolution, passed by the Charity Commissioners, to amend the Memorandum of Association had been circulated. It would give the power to provide indemnity insurance for councillors. It was proposed by Richard Watts, seconded by Richard Shacklady and all were in favour that the resolution be passed.

*Robert Hunt*  
Robert Hunt, Secretary

Special Resolution adopted at AGM on 11 March 2003

- 1 To consider and, if thought fit, pass the following special resolutions to amend the Memorandum of Association in order to give the power to provide indemnity insurance for councillors out of funds

- a) THAT the following clause to be added to the Memorandum -

3(O) To provide indemnity insurance to cover the liability of the councillors of the Scheme which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company Provided that any such insurance shall not extend to any claim arising from any act or omission which the above councillors knew to be a breach of trust or breach of duty or which was committed by the above councillors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the councillors in their capacity as directors of the company

THAT clause 4 of the Memorandum shall be replaced with the following clause -

4. Councillors of the Scheme not to have personal interest The income and property of the Scheme shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to councillors of the Scheme, and no such member shall be appointed to any office of the Scheme paid by salary or fees or receive remuneration or other benefit in money or money's worth from the Scheme Provided that nothing in this document shall prevent any payment in good faith by the Scheme

(A) of reasonable and proper remuneration for any services rendered to the Scheme by anyone who is not a councillor

(B) of interest on money lent by any member of the Scheme or councillor at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the councillors,

(C) of fees, remuneration or other benefit in money or money's worth to any company of which a councillor may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company

(D) of reasonable and proper rent for property demised or let by any member of the Scheme or a councillor

(E) to any councillor of reasonable out-of-pocket expenses

(F) of any premium in respect of any indemnity insurance to cover the liability of the councillors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Scheme Provided that any such insurance shall not extend to any claim arising from any act or omission which the councillors knew to be a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the councillors in their capacity as directors of the Scheme

*On behalf of the Charity Commissioners  
for England and Wales,  
consent is hereby given under  
section 64 of the Charities Act 1993  
to these proposed amendments.*

