



## Shenley Fields Pre-School

Woodcock Lane  
Northfield  
Birmingham  
B31 1BU

SATURDAY



A14 \*A346ESQY\* #90  
22/03/2014  
COMPANIES HOUSE

### SPECIAL RESOLUTION

This document, known as Shenley Fields Preschool Directors' Conflict of Interest Policy, is hereby presented to the directors of Shenley Fields Preschool. Shenley Fields Preschool is hereinafter referred to as the Company.

The document is to be discussed under special resolution at the directors' meeting of 18<sup>th</sup> February 2014, to be held at  
Shenley Fields Daycare and Nursery School  
At 10 am

The resolution is that this document be approved and added to the governing Document of the Articles and memorandum of the Company.

All directors are invited to be present to cast their vote for or against the resolution or, if not able to be present, to make known their vote by midnight on 17<sup>th</sup> February 2014.

#### Shenley Fields Preschool Directors' Conflict of Interest Policy

Unconflicted directors may allow the appointment of a potentially conflicted director to the board of the Company providing the following procedure has been followed -

- 1) Potential director has signed the standard check to confirm there is no legal reason why he/she cannot be appointed as a director of the Company
- 2) Potential director has declared all areas of potential conflict and all interests that may now or in the future conflict or potentially conflict with any interests of the Company and these conflicts have been entered in the Conflict Register
- 3) Potential director agrees to either absent himself/herself completely or refrain from discussion and voting on all areas with which he/she may have conflict
- 4) Unconflicted directors have discussed and agreed that it is reasonable and in the interests of the Company to appoint the conflicted director. Where possible or appropriate formulae may be agreed to mitigate conflicts of interest of a director
- 5) Potential director may be an employee of the Company providing -
  - i) He/she was employed by the Company before applying to become a director

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- ii) other directors have discussed and agreed, either unanimously or by majority vote, that it would be in the Company's interest to have the employee as a director and that it would be impracticable/inappropriate to merely ask the employee to attend board meetings to inform the board,
- iii) The employee director must abide by all of procedures 1-4 of this document

### Vote of Directors

For *Unanimous*

Against *0 - Nil*

Signed on behalf of the directors of the above company

Signed

*BCH*  
Brian Chatham – Chair

Date *18th Mar 14*

Signed

*S Hartley*  
Sue Hartley – Company Secretary

Date *18.3.14*

These explanatory notes are for advice and reference only and in no way form part of the text of the Memorandum of Association

we compare our service goals and our website.

Section 8 of the Companies Act 2006 requires that the Memorandum of Association states that the company's subscribers

- (a) wish to form a company, and  
(b) agree to become members of the company

It also requires the members to authenticate the Memorandum of Association

In general, the Commission can accept any name but has the power to direct registered charity names to be changed in the circumstances set out in section 42(2) of the Charities Act 2011, which are explained in our guidance *Registering as a Charity* (CC21) and in our Operational Guidance (*Names of charities*) available on our website. In very broad terms, the name should not be offensive, or identical to (or too like) the name of any other charity, or likely to mislead the public about its purposes, activities, status, or connections. Some words and expressions are controlled under the Companies Act 2006 and other legislation. A list of controlled words can be found in Appendices A - C of the Companies House website document 'Incorporation and Names' (GP1).

**Authentication by Subscribers** The Memorandum of Association needs to be authenticated by the subscribers stating their names and adding their signatures, or by their use of a form of electronic authentication acceptable to Companies House

**Submission of Documents** The Memorandum of Association should be sent to the Registrar of Companies at Companies House as part of the application to register as a company (section 9 of the Companies Act 2006). The Charity Commission requires a copy of the

- Memorandum of Association
- Articles of Association
- Certificate of Incorporation (and if applicable the Certificate of Incorporation on Change of Name)

## Memorandum of Association of

SHENLEY FIELDS PRESCHOOL - 06127427

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Authentication by each subscriber
Judith ...NOTT	<i>(handwritten signature)</i>
Laura ...HUGHES	<i>(handwritten signature)</i>
David ...ALD WORTH	<i>(handwritten signature)</i>
Margaret REUBEN	Margaret Reuben
Sallyanne BROMLEY	Sallyanne Bromley
...	...
...	...
... On behalf of all directors	
Brian CHATHAM (CHAIR)	<i>(handwritten signature)</i>
Sue HARTLEY (SECRETARY)	<i>(handwritten signature)</i>
...	...
...	...

Dated

18 3 14