

Company number: 07907388

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY GUARANTEE  
SPECIAL WRITTEN RESOLUTION  
of  
THE BOSWELLS SCHOOL (the "**Company**")

CIRCULATION DATE: [13<sup>th</sup> November 2017]

We the undersigned, being at least 75% of the members of the Company, for the time being entitled to receive notice of, attend and vote at general meetings, hereby pass the following special resolution and agree that the said special resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

**SPECIAL RESOLUTION**

**IT IS HEREBY RESOLVED THAT** subject to receiving the relevant consent of the Education Funding Agency, the Articles of Association attached to this resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, entitled to vote on the above resolution, hereby irrevocably agree to the resolution:

Signature

  
.....

Name (print)

RUTH BIED  
.....

Date

13.11.2017  
.....

Signature

  
.....

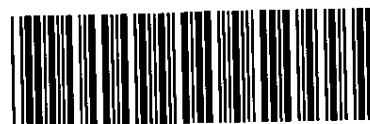
Name (print)

JANET WOOD  
.....

Date

13.11.17  
.....

FRIDAY



\*R6YH3KE8\*

RM

26/01/2018

#49

COMPANIES HOUSE

Signature

G. S. Box

Name (print)

G. Box

Date

13.11.17

Signature

Name (print)

Date

Signature

Name (print)

Date

Signature

Name (print)

Date

Signature

Name (print)

Date

Signature

Name (print)

Date

# THE BOSWELLS SCHOOL

## DRAFT MINUTES FROM THE FULL BOARD MEETING

HELD ON MONDAY 13<sup>TH</sup> NOVEMBER 2017, AT 6.30PM

### Present:

Ruth Bird (Chair) member  
 Paul Banks (Executive Headteacher)  
 Gillian Box (Vice Chair)  
 Gerard Brookes  
 Shelley Jones  
 Nicky Kershaw  
 Melanie Maul  
 Mike Mackrory  
 Janet Woods

### In Attendance:

Steve Mansell Head of School  
 Ruth Sheridan School Business Manger  
 Aishia Jeffries Clerk

Discussion	Actions
<p><b>1. Welcome and Apologies for Absence</b>                      Apologies had been received from Russell Ayling, Gemma Rogers and Leigh Johnson.</p> <p><b>2. Register of Business Interests</b>                      Directors were reminded to complete the annual declaration form and return to the Clerk.</p> <p>There were no declarations made on any item of the agenda.</p> <p><b>3. Feedback from Meeting with Solicitors and their recommendations:</b>                      Members felt that this meeting had been very useful and answered any questions raised.</p> <p><b>a. Resolution to ratify the Members' decision to change the name – this should be voted on/ approved by all of the current Members;</b>                      The members (RB, GBX, GBR) unanimously ratified a specialised resolution to change the name of the Boswells Academy Trust to The Chelmsford Learning Partnership.</p> <p><b>b. Ms Woods and Mr Ayling are invited to become members – it should be noted in the minutes that all of the "current Members" are in agreement;</b>                      The current members (RB, GBX, GBR) are all in agreement for Ms Woods and Mr Ayling to become members of the Chelmsford Learning Partnership.</p> <p><b>c. Ms Woods and Mr Ayling are added to the register of Members in your company books;</b>                      RSN agreed to add Ms Woods and Mr Ayling to the register of member in the schools' company books.</p> <p><b>d. Mr Brookes delivers a resignation letter;</b>                      The Chair accepted Mr Brookes letter of resignation as a Member.</p> <p><b>e. Mr Brookes' date of resignation in noted in the register of Members; and</b>                      RSN agreed to note the date of GBRs resignation as a member (13<sup>th</sup> November 2017) in the register of members.</p> <p><b>f. The ratification resolution is delivered to Companies House.</b>                      Members signed the ratification resolution. RSN agreed to forward this to the solicitors in order to send to Companies House.</p> <p>Directors asked if the members are being reduced from 5 to 4. PBS confirmed and agreed that this means there will be a vacancy.</p>	<p>RSN</p>

on the Trustees is the CEO. Staff Governors will sit on the Local Governing Body of each school.

Directors asked what the hierarchy is. PBS confirmed that it is Members, Trustees and Local Governing Body.

The Chair asked Directors to vote on whether they accept the AoA.

GBR agreed to send PBS his query. PBS agreed to forward this to Stone King and for the response to be sent to the Clerk to include in the minutes.

GBR

Directors queried that the hierarchy isn't included in the AoA. RB confirmed that this is included in the SoD. PBS confirmed that although it isn't clear in the AoA that Members can't be Trustees, the DfE won't agree it due to the separation of duties.

PBS/ Clerk

Subject to the responses from Stone King, Directors unanimously agreed the AoA.

## 6. Any Other Business

### Feedback from New school

RB informed Directors that there had been a meeting last week with Essex County and the DfE.

PBS confirmed that the funding agreement from the EFA won't be signed until a number of things are done. As the school is a Presumptive Free School, there is no financial risk to the DfE, the risk is to the LA and the Academy Trust. The school doesn't exist until the funding agreement is signed and an Ofsted visit to sign off. Due to this, parents have to apply directly to the school.

Parent presentation dates have been arranged for:

12<sup>th</sup> December 2017, 6pm

9<sup>th</sup> January 2018, 10am

Directors noted that the schools Facebook and Twitter pages have been set up and are live. The website is due to go live soon.

Essex County have agreed to give all funding in April 2018, and have offered to advance £25,000 for costs already incurred.

The meeting with the DfE have been very positive and they felt that the Trust is well down the line in terms of set up and are very pleased.

RB confirmed that the infant school is due to be handed over in July 2018 and the secondary in December 2018.

PBS confirmed that the lease is to be signed off with county once fully happy with the building.

Directors **asked** what the name of the school is. PBS confirmed that it will be called the Beaulieu Park School.

PBS agreed to share plans that Essex County have sent across.

PBS

Directors **asked** if reception is due to start in September 2018 and Yr 7 September 2019. PBS confirmed.

Directors **asked** if there is a single access. PBS confirmed that there is a single vehicle access point.

### Bank Account

RSN informed Directors that a bank account needs to be set up and each school will then have a T/A. Directors unanimously **AGREED** for the bank account to be changed from The Boswells School to The Chelmsford Learning Partnership. RSN thanked Directors and agreed to change the schools bank account.

RSN

Item	Page	Meeting Date	ACTION	Responsibility	Comments
3c.	Pg1	13.11.17	Ms Woods and Mr Ayling to be added to the register of Members in the schools company books	RSN	
5.	Pg 3	13.11.17	GBR to send queries to PBS	GBR	
5.	Pg 3	13.11.17	PBS to send queries to Stone King and send responses to the Clerk to include in the minutes.	PBS/ Clerk	
6.	Pg 3	13.11.17	Plans to be shared with Directors	PBS	Completed
6.	Pg4.	13.11.17	Bank account name to be changed	RSN	

**Note:**

- 1. This Written Resolution is passed when 75% of members have signified their agreement.**
- 2. If not passed within 28 days of the Circulation Date this Resolution will lapse.**
- 3. A member signifies agreement by signing the Resolution or by sending a document to the company (which can be a scan or a fax of the signed Resolution) identifying the Resolution and indicating agreement.**