

MONDAY



A08 14/08/2017 #96
COMPANIES HOUSE



PLYMOUTH COLLEGE AND ST DUNSTAN'S ABBEY

SCHOOLS CHARITY

COMPANY NUMBER 05189426, CHARITY NUMBER 1105544

Minutes of a meeting of the board of directors of Plymouth College and St Dunstan's Abbey Schools Charity (**Company**) held at The OPM Suite, Plymouth College on 26 June 2017.

PRESENT:	NAME	POSITION
	Mr David Woodgate	Chairman and Member
	Dr Penelope Atkinson	Vice Chair and Member
	Mrs Clare Magill	Member
	Mrs Jan McKinnel	Member
	Mrs Alison Mills	Member
	Professor David Huntley	Member
	Mr Chris Robinson	Member
	Mrs Rebecca Hattersley	Member
	Dr Sue Thorpe	Member
IN ATTENDANCE:	NAME	POSITION
	Mr Jonathan Standen	Headmaster Senior School
	Mr Christopher Gatherer	Headmaster Prep School
	Mrs Jo Hayward	Deputy Head Senior School
	Mr Charles Irish	Assistant Head Senior School
	Mrs Sarah Wills	Finance Director
	Ms Elizabeth Whitwell	Minute Taker
	Mr David Stone	Prompt Interim (consultant)
	Mr Mark Bayley	Prompt Interim (consultant)
APOLOGIES FOR ABSENCE RECEIVED FROM:	Professor Andrew Edwards	Member
	Mr Peter Lowson	Member
	Mr Charles Thomson	Member

1. Chairperson

Mr David Woodgate was appointed chairperson of the meeting and chaired the meeting throughout.

2. Notice and quorum

- 2.1 The chairperson reported that due notice of the meeting had been given. Of those not physically present, consent to the meeting had been received from Mr Thomson and Mr Lowson and therefore 90% of those entitled to vote had given consent to the meeting. Taking into account those physically present and the proxy votes communicated by Mr Thomson and Mr Lowson, a quorum was established. Accordingly, the chairperson declared the meeting open.

3. Interests in proposed transactions and/or arrangements with the Company

- 3.1 Each director present confirmed that they had no direct or indirect interest in any way in the proposed transaction and other arrangements to be considered at the meeting which they were required by section 177 of the Act and the Company's articles of association to disclose.

4. Business of the meeting

- 4.1 The chairperson reported that the purpose of the meeting was to approve the convening of a general meeting of the members to vote upon a special resolution amending the Company's articles of association.
- 4.2 It was considered desirable that the general meeting be convened upon short notice subject to the consent of more than 90% of those entitled to vote at the meeting.

5. Documents produced to the meeting

- 5.1 The following documents were produced to the meeting:
- (a) a notice convening a general meeting of the Company at 1330 on 26 June 2017 at The OPM Suite, Plymouth College (**General Meeting Notice**) proposing the following special resolution:
 - 1. ***THAT the Articles of Association of the company be amended by :***
 - a. *amending clause 4(a) to read "The Board of Governors shall consist when complete of not less than 10 and not more than 21 competent individuals FOUR of whom shall be Actual Communicants at the time of appointment and being*
 - *Up to SEVEN nominated Governors ("**Nominated Governors**") and*
 - *At least TEN and not more than 19 co-opted Governors ("**Co-opted Governors**")"*
 - b. *amending clause 12(d) to read "any alteration in these Articles may be made by a WRITTEN RESOLUTION of the Members or by a SPECIAL*

RESOLUTION of the Members in General Meeting (provided that, where applicable, the appropriate consent of the Charity Commission has been obtained)"

- c. *amending Clause 12(f) to read "The Board of Governors may act even though there is a vacancy in their body provided that if there are fewer than 10 Governors they may act as the Board of Governors only to*
 - Appoint Governors; and/or*
 - Call a members meeting"*
- d. *amending Clause 25(a) to read "SEVEN Governors (in respect of a meeting of the Board of Governors) or SEVEN Members (in respect of General Meetings) shall constitute a quorum. A Governor shall not be counted in the quorum on any matter on which he/she is not entitled to vote."*

- (b) a form of consent to hold a general meeting at short notice (**Consent**).

Together the **Documents**

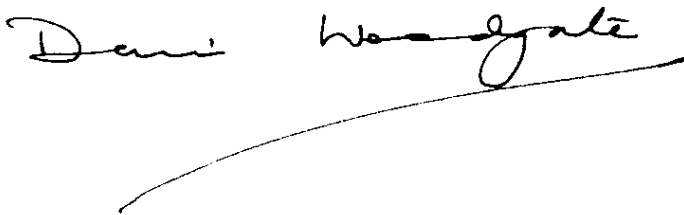
6. Resolutions

- 6.1 After careful consideration of the Documents and their content IT WAS RESOLVED to approve the Documents in the form produced to the meeting and to circulate them to the members of the Company.
- 6.2 The resolution was formally proposed by Mr Woodgate. Dr Atkinson seconded the resolution. The resolution was passed unanimously, including the proxy votes of Mr Thomson and Mr Lowson.

7. Close

There was no further business and the chairperson declared this meeting closed and the ensuing scheduled Full Board meeting open.

Signature

A handwritten signature in black ink, appearing to read 'David Woodgate', with a long horizontal flourish extending to the right.

Chairperson

26/06/2017