

31. Ashville College – Revision to Articles of Association

Contact name and details	Douglas Jones, Group Accountant and Company Secretary, Methodist Independent Schools Trust (MIST) djones@methodistschools.org.uk
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Ashville College has revised the Articles of Association to allow:

1. Online/virtual meetings and meeting attendance;
2. Meetings, including Extraordinary Meetings, to be called via email, rather than letter; and
3. Proxy voting where Governors are unable to attend.

This is to modernise the working practices and increase the agility of the Governing Body, in line with good practice.

Below is the revised wording for the Articles, specifically section 10.3.3, section 11 and 11.7, together with the written resolution of adoption which was unanimously agreed by the Directors (who are the Board of Governors at Ashville College).

MIST is happy to endorse this request for approval.

Once approved by the Conference the Articles will be filed at Companies House.

Proposed new wording:

10. General Meetings

10.3.3 At least FOURTEEN clear days' notice in writing must be given of the meeting to each Member, Director and all persons (including the Auditors) entitled to receive notice of it. If a special resolution is to be considered the notice period shall be TWENTY-ONE clear days. With the prior written consent of the Members being a majority in number of the Members having a right to attend and vote at the meeting who together represent not less than 90% of the total voting rights at that meeting of all the Members, a General Meeting may be convened by such shorter notice as the Members think fit.

11. Proceedings at General Meetings

11.1.1 There is a quorum at a General Meeting if the number of Members present is at least fifty percent of the total number of Members. If calculating the percentage does not result in a whole number then the figure shall be rounded up to the nearest whole number. A Member shall not be counted in the quorum on any matter on which he is not entitled to vote.

11.1.2 A person may attend a General Meeting by video conference, telephone or by any suitable electronic means by which all those participating in the meeting are able to communicate with all other participants.

11.1.13 A person so participating by video conference, telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. A meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.

11.7 Proxy

11.7.1 Any Member may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting. Proxies must be appointed by a notice in writing (a "proxy notice") which:

- 11.7.1.1 states the name and address of the member appointing the proxy;
- 11.7.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- 11.7.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Company may determine; and
- 11.7.1.4 is delivered to the Company in accordance with any instructions contained in the notice of the general meeting to which they relate.

11.7.2 The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

11.7.3 Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

11.7.4 Unless a proxy notice indicates otherwise, it must be treated as:

- 11.7.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 11.7.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

11.7.5 A Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that Member.

11.7.6 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.

11.7.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

11.7.8 If a proxy notice is not signed or authenticated by the Member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that Member's behalf had authority to do so.

Special Resolution

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (who are the Governors of Ashville College) proposed the following resolution which was passed unanimously:

Special resolution

Subject to approval by the Methodist Independent Schools Trust, under the authority of the Methodist Conference, dated: 2nd April 2022:

- 1) That the attached Articles of Association be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

*****RESOLUTIONS**

31/1. The Conference received the Report.

31/2. The Conference approved the revision to the Articles of Association for Ashville College as set out in the Report.