

Company No. 7699775

THE FEDERATION OF ABBEY SCHOOLS ACADEMY TRUST

(the "Academy Trust")

Minutes of a meeting of the board of directors of the Academy Trust held at The Federation of Abbey Schools (Infant Building), Cleveland Terrace, Darlington, County Durham DL3 8JA on 10th November 2015 at 5.00 pm.

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| Present: | George E Ford | Joseph A Deane |
| | Amanda E Gledhill | Michael J Fryer |
| | Amanda F Noel | Charles V Johnson |
| | Peter M Willson | Elaine McCue |
| | Laurence M Bryant | |

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| In attendance: | Laura Hawksby (Clerk) |
| | Reverend Lynda Gough |
| | Amanda Walker (Business Team) |
| | Claire Gibson (Business Team) |
| | Kevin Shotton (Clive Owen & Co LLP) |

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| Apologies: | Sarah Baker |
| | Deborah J Leigh |
| | Emma L De La Motte |
| | James J Watson |

1. Preliminary

Note: In the absence of the Chair and Vice Chair of the Board Laurence M Bryant was duly elected as Chair by the Directors solely for the purposes of this meeting.

Laurence M Bryant in the Chair

1.1. The chairman noted that:

- (a) in accordance with article 111 of the articles of association of the Academy Trust (**Articles**), the meeting had been convened on not less than fourteen clear days' notice (in writing and accompanied by an agenda); and

(b) in accordance with article 117 of the Articles, a quorum was present, and therefore declared the meeting open.

1.2. The chairman reminded those present that the meeting had been duly convened to consider and, if thought fit, approve certain proposals in relation to the approval of the accounts and the convening of the annual general meeting (**AGM**) for 2015.

2. Approval of accounts

2.1. Draft directors' report and accounts for the financial year ending 31st August 2015 (**Accounts**) were produced to the meeting.

2.2. Comments were received by the Directors present at the meeting and comments reported from Deborah J Leigh who had submitted her apologies for the meeting. After careful consideration, it was resolved that the Accounts be approved with minor presentational amendments as reported at the meeting and that the signing of the directors' report and the balance sheet, by any of the directors, be authorised.

3. AGM

3.1. It was proposed that an AGM be convened on 1st December 2015 to:

- (a) receive the Accounts, together with the auditors' report on the Accounts;
- (b) re-appoint Clive Owen & Co LLP as auditors to the Academy Trust for the financial period commencing 1st September 2015, to hold office until the conclusion of the next AGM at which accounts are laid before the Academy Trust and to authorise the directors to determine their remuneration;
- (c) appoint Reverend Lynda Gough as a director of the Academy Trust under article 50 of the Articles, subject to her agreement to act, receiving declarations of eligibility and any other consents or approvals that may be required by law or any competent authority, with effect from 1st December 2015; and
- (d) appoint Peter Bibby as a Parent Director (as defined in the Articles) to the Academy Trust, such individual having been elected in accordance with the Articles, subject to his/her agreement to act, receiving declarations of eligibility and any other consents or approvals that may be required by law or any competent authority, with effect from 1st December 2015.

3.2. Accordingly a draft AGM notice containing the above resolutions was produced and circulated at the meeting.

3.3. After careful consideration, it was resolved that:

- (a) the AGM for 2015 be held on 1st December 2015 for the purpose of passing the resolutions set out in the draft AGM notice;

- (b) the draft AGM notice be approved and that the signing of such notice by any of the directors, be authorised;
- (c) the signed AGM notice be dispatched, together with copies of the Accounts, to all members entitled to receive the same, all directors and the auditors; and
- (d) subject to their receipt at the AGM, a copy of the signed Accounts be filed with the Registrar of Companies.

4. Close of meeting

4.1. There being no further business, the chairman declared the meeting closed.

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Chairman