



LYDIATE
LEARNING
TRUST

Members Annual General Meeting Terms of Reference



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Members Annual General Meeting Terms of Reference

Members Annual General Meeting (Company - number 07732559)

Terms of Reference

The Board of Charitable Trustees (Directors) of Lydiate Learning Trust (LLT) require the holding of an Annual General Meeting (AGM) of Charitable Members.

The AGM meeting will be held in December with additional meetings held in year, as required.

Required Attendees

The Members of LLT

The Chair/Vice Chair of the LLT Board of Directors (Trustees) (Non-Voting)

The Chief Executive Officer (CEO) of LLT (Non-Voting)

The Director of Finance (Non-Voting)

The Executive Director of School Improvement (Non- Voting)

Purpose

The main purpose of the AGM will be to transact the following business:

- To receive the LLT Board Chair's Report/Summary on the governance of the Trust and progress this year;
- To receive and adopt the company's annual accounts for the financial accounts ended 31st August prior to the AGM, together with the Directors' Report and Auditor's report on those accounts;
- To appoint the Company's Auditors to hold office from the conclusion of the meeting to the end of the next period for appointing auditors under section 485(2) of the Companies Act 2006, at a remuneration to be determined by the directors.
- To review and agree any changes necessary to the Articles of Association for the Trust.
- To review and agree the role of Members in the Trust

The role of the Members is discrete. They are part of the governance structure and are responsible for assessing if the LLT Board is performing well, and that the purpose of the Trust and it's charitable objects are being fulfilled.

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In addition, they

- Are signatories to the Articles of Association (when they are founding members);
- Can pass a special resolution to amend the Articles of Association;
- Can appoint Trustees (Directors), according to the Articles of Association, and can also remove serving Trustees (Directors);
- Can pass a special resolution to direct the Trustees (Directors) to take a specific action;
- Have the power to change the name of the Trust, and ultimately wind up the Trust.

Key Reference Documents

- The LLT Articles of Association
- The LLT Scheme of Delegation
- The document 'Academy Trusts – The Role of Members 2019' published by the National Governors Association and shared with all members, clearly articulates the role of members.

Appointment of Proxies for the AGM – Note to Members

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the AGM to represent you.
3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

Appointment of Proxy (using hard copy proxy form)

4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company at Deyes High School, Deyes Lane, Maghull, L31 6DE marked urgent and for the attention of Ann Stahler; and
- received by the Company no later than the Friday immediately prior to the meeting, at 10.30am.

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Changing Proxy Instructions

5. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact;

Deborah Moss, Company Secretary on 0785 314 0551.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of Proxy Appointments

6. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
- by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Deyes High School, Deyes Lane, Maghull, L31 6DE marked urgent and for the attention of Ann Stahler. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
 - In either case, the revocation notice must be received by the Company, no later than by the Friday immediately prior to the AGM, at 10.30am.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend in person, your proxy appointment will automatically be terminated.

Communication

7. Except as provided above, Members who wish to communicate with the Company in relation to the AGM should contact;

Deborah Moss, Company Secretary on 0785 314 0551

No other methods of communication will be accepted.

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