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**HERTS FOR LEARNING LIMITED**

**Company no. 08419581**

**Notice is hereby given that the**

**ANNUAL GENERAL MEETING**

**of the Members of the Company will be held on Thursday 3rd October 2019 at 5:00pm**

**at Hertfordshire Development Centre, Robertson House, Six Hills Way, Stevenage SG1 2FQ**

for the purpose of considering the following business:

|  |  |
| --- | --- |
| **1.** | **Board changes and development –** Robin Barrett, Chair of the Board |
| **2.** | **Review of the year –** Andrew de Csilléry, Managing Director |
| **3.** | **Ordinary Resolution 1:** To receive the Annual Report and Accounts for the year ended 31st March 2019 (available to view online: [HfL website](http://www.hertsforlearning.co.uk/content/hfl-shareholders)) |
| **4.** | **Ordinary Resolution 2:** To re-appoint Mercer and Hole as the Company’s auditors for the year ended 31st March 2020. |
| **5.** | **Ordinary Resolution 3:** To authorise the Board to agree the remuneration of the auditors. |
| **6.** | **Special Resolution 4:** To amend the Herts for Learning Articles of Association (available to view online: [HfL website](http://www.hertsforlearning.co.uk/content/hfl-shareholders)). Following discussions with Hertfordshire County Council we propose to change Article 8.1 and remove Article 13.3 to regularise the proceedings of our committees. This is proposed as:* *A change to Article 8.1 to read "The board shall appoint a remuneration committee, comprising of a minimum of three non-executive directors"*
* *The removal of Article 13.3 that reads "Any committee of the board having responsibility for employment or remuneration matters, must include a Council Director".*
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| **7.** | **Presentation: The Great School Framework –** Rachel Macfarlane, Director of Education Services |

By Order of the Board

**Lynette Dexter**

**Company Secretary 2nd September 2019**

*Herts for Learning Ltd, Registered in England No. 0841958,*

*Registered Office: Robertson House SROB218 Six Hills Way, Stevenage, Hertfordshire, England, SG1 2FQ*

***Note:*** *PROXIES – Clause 51 of the Herts for Learning Articles of Association enables a member to appoint the Chairman of the meeting as proxy to act and vote on their behalf at the Annual General Meeting. To do this, please complete the attached form and return it to the Company Secretary at the address shown, no later than 5:00pm on Monday 30 September 2019.*

**HERTS FOR LEARNING LIMITED**

**Company no. 08419581**

**PROXY FORM FOR THE ANNUAL GENERAL MEETING**

**TO BE HELD ON THURSDAY 3rd OCTOBER 2019 AT 5:00pm**

|  |  |
| --- | --- |
| The Governing Body of:*(school name)*  |  |
| School number: |  |

Being a member of Herts for Learning Limited, I hereby appoint the Chairman of the meeting as its proxy to vote in its name and on its behalf at the Annual General Meeting of the Company to be held on Thursday 3rd October 2019 and at any adjournment thereof as stated below.

Please mark the appropriate boxes below. If a box is not marked or if the vote is unclear, the proxy will vote as they think fit. A 'vote withheld' is not a vote in law and is not counted towards the votes cast 'for' or 'against' a resolution.

**Ordinary Resolutions**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Number** | **Resolution** | **For** | **Against** | **Vote withheld** |
| 1. | To receive the Annual Report and Accounts for the year ended 31st March 2019. |  |  |  |
| 2. | To re-appoint Mercer and Hole as the Company’s auditors for the year ended 31st March 2020. |  |  |  |
| 3. | To authorise the Board to agree the remuneration of the auditors. |  |  |  |

**Special Resolution**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Number** | **Resolution** | **For** | **Against** | **Vote withheld** |
| 4. | To amend the Herts for Learning Articles of Association as follows:• A change to Article 8.1 to read "The board shall appoint a remuneration committee, comprising of a minimum of three non-executive directors" • The removal of Article 13.3 that reads "Any committee of the board having responsibility for employment or remuneration matters, must include a Council Director". |  |  |  |

|  |  |
| --- | --- |
| **Signed:** | **Date:** |

***Note:*** *This form should be signed by**a person appointed to act on behalf of the Governing Body as the shareholder.*

**Proxy forms must be returned no later than 5:00pm on Monday 30th September 2019, either:**

* By email to: hfl.executive@hertsforlearning.co.uk
* By post to Herts for Learning Ltd, Company Secretary, SROB300, Robertson House, Six Hills Way, Stevenage, Herts SG1 2FQ