

Company Number : 08638158

THE COMPANIES ACT 2006

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A PRIVATE COMPANY LIMITED BY GUARANTEE

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WRITTEN RESOLUTION

of

THE ACORN TRUST

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company propose that the following resolution is passed as special resolutions:

**Resolutions proposed by the members as a special resolution**

1. *THAT the Articles of Association of the Company be changed as follows:-*

1.1 *That the words "Executive Headteacher" shall be replaced by the words "Chief Executive Officer" in the definitions section of the Articles and throughout and the numbering of the definition clause be changed accordingly*

1.2 *That Article 10 be changed to:*

*"No alteration or addition shall be made to or in the provisions of the Memorandum and/or Articles without consultation with MAST."*

1.3 *That the following Article be added as Article 10A:*

*"No alteration or addition shall be made to or in the provisions of Articles 12, 16A or 20A without the written consent of MAST."*

1.4 *That Article 12 be delated and changed to:*

12 The Members of the Company shall comprise:

- (a) (i) the members of the Company at the date of the adoption of these Articles; and
  - (ii) MAST;
- (b) any person appointed under any of Articles 16 or 16A.

1.5 *That Article 16 be deleted and changed to:-*

The Members, in consultation with MAST, may agree by passing a special resolution in writing to appoint such additional Members (provided that they inform MAST in writing within five working days of such appointment) as they think fit and may agree by passing a special resolution in writing to remove any such additional Members provided that such appointment or removal is in the interests of the Company.

1.6 The addition of the following as Article 16A:-

Upon the appointment, resignation or removal of any Member (including a signatory to the Memorandum) other than MAST, the Members shall appoint (by majority) a replacement Member or Members if required to ensure that the majority of the Members (including MAST) are of a Methodist ethos.

1.7 The addition of the following as Article 20A:-

MAST may nominate one person to act as its representative at any meeting of the Members and shall give written notice to the Company of the name of its representative. The representative may continue to represent MAST until written notice to the contrary is received by the Company. Any notice given to the Company will be conclusive evidence that the representative is entitled to represent MAST or that his or her authority has been revoked. The Company shall not be required to consider whether the representative has been properly appointed by MAST.

1.8 The deletion of Article 46 and the replacement with the following:

Subject to Articles 48-49, the Company shall have the following Directors:

- (a) up to 6 Directors, appointed under Article 50 ; and
  - (b) the Chief Executive Officer; and
  - (c) Parent Directors if appointed under Articles 53-56 in the event that no provision is made for parent representatives on Local Governing Bodies under Article 101A.
- 1.9 The deletion of Article 50 and the replacement with the following:
- 50. The Members shall appoint up to 6 Directors.*
- 1.10 *The deletion of Articles 50A, B and C and replacement with "Not used".*
- 1.11 *The deletion of the words "with the consent of MAST" in the first line of Article 58 and the replacement with "and with the consent of the Members"*
- 1.12 *The substitution of the word "Companies Act 2006" with the word "Charities Act 2006" in the first and second line of Article 131.*
- 1.13 *The addition of the words, ",in consultation with MAST," between the words "The Directors" and "may" on the first line of Article 137.*
- 1.14 *The replacement of the words "with the consent of MAST" on the second line of Article 138 with the words "after consultation with MAST."*

2 *That, subject to the Secretary of State for Education and Charities Commission's consent, that clause 4 (a) be substituted with the following Article:*

*"a)*

- (i) Academies other than those designated Methodist, whether with or without a designated religious character; and*
- (ii) Methodist academies designated as such which shall be conducted in accordance with the principles, practices and tenets of the Methodist Church both generally and in particular in relation to*

*arranging for religious education and daily acts of worship, and in having regard to any advice of the Methodist Council.”*

*The undersigned, being all of the persons entitled to vote on the above resolution on the date of circulation of them by the Company, irrevocably vote in favour of them.*

<b>Name</b>	<b>Signature</b>	<b>Date</b>
<i>P Martin</i>		
<i>K Meredith</i>		
<i>G White</i>		
<i>D Lancashire</i>		
<i>M Bailey</i>		

**NOTES**

- 1 The date of circulation of the attached resolution is . Unless the resolution is passed before the date 28 days after the above date, they will lapse.*
- 2 Please indicate your agreement to the resolution by signing and dating this document where indicated above and returning it to the Company.*