

Company number: 07710870

LACEY GREEN PRIMARY ACADEMY

MINUTES of a meeting of the board of directors of LACEY GREEN PRIMARY ACADEMY (the "Company") duly convened and held at

on the 4th day of May 2016 at 9.00 am/pm

Present: Darren Budd (Chairman)  
Peter Friend  
Lorraine Dooley

In Attendance:

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1. Introduction

1.1 **IT WAS RESOLVED** that Darren Budd, having consented to act, be and is hereby appointed as the chairman of the meeting.

1.2 There being a quorum present and the meeting having been duly convened, the chairman declared the meeting open.

1.3 The chairman reported to the directors present that the purpose of the meeting was to consider and, if thought fit, to approve a written resolution to adopt the new articles of association for the Company (in the form attached) (the "**New Articles**").

1.3.1 The only amendments to the articles of association are replacing the existing Articles 47 and 59 with the following articles:

(a) 47. The Academy Trust may also have at least 3 Co-opted Governors appointed under Article 59; and

(b) 59. The Governors may appoint more than 3 Co-opted Governors. A 'Co-opted Governor' means a person who is appointed to be a Governor by being Co-opted by Governors who have not themselves been so appointed. The Governors may not Co-opt an employee of the Academy Trust as a Co-opted Governor if thereby the number of Governors who are employees of the Academy Trust would exceed one third of the total of Governors (including the Principal).

2. Directors' duties and interests

2.1 The chairman reminded the directors present to consider their statutory duties under sections 171 to 176 of the Companies Act 2006 (the "**Act**") and without limitation to the generality of the foregoing, section 172 of the Act, together with their general duties contained in the Act before making any decisions.

2.2 Each director present declared the nature and extent of all such interests (if any) in the proposed business to be considered at the meeting in accordance with the requirements of sections 177 and 182 of the Act and the Company's articles of association (the "**Articles**").

3. Written Resolution

3.1 There was produced to the meeting a written resolution (the "**Resolution**") of the members of the Company containing a special resolution to adopt the New Articles.

3.2 After due and careful consideration of the Resolution **IT WAS RESOLVED** that the Resolution be and is hereby approved and that the chairman be and is hereby instructed to arrange for the Resolution to be circulated to the members of the Company eligible to vote in relation to such Resolution.

3.3 The meeting was then adjourned.

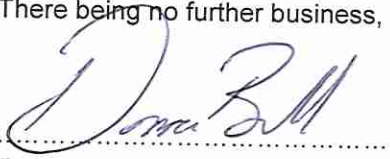
3.4 Upon resumption of the meeting it was noted that the Company had received authenticated documents from the holders of not less than 75% of the shares in the capital of the Company signifying their agreement to the Resolution and therefore the Resolution had been duly passed and the New Articles should be adopted as the articles of association of the Company with effect from the end of the meeting.

4. **Closure**

4.1 **IT WAS RESOLVED** to make all necessary and appropriate filings with the Registrar of Companies as are required to reflect the business transacted at the meeting.

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

D Budd.....  
Chairman

 4<sup>th</sup> May 2016.

Company number 07710870

PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL

WRITTEN RESOLUTION

OF

LACEY GREEN PRIMARY ACADEMY (the "Company")

(Circulated on 4<sup>th</sup> May 2016 (the "Circulation Date"))

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution (the "Resolution") be passed as a special resolution of the Company:

SPECIAL RESOLUTION

THAT, with effect from the passing of this resolution the amended articles attached to this resolution are approved and be adopted as the articles of association of the Company (the "New Articles") in substitution for and to the exclusion of all existing articles of association of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being all the members entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution.

Name of member	Signature of member	Date of signature
Mr D Budd		4 <sup>th</sup> May 2016
Mrs L Dooley		4 <sup>th</sup> May 2016
Mr P Friend		6 <sup>th</sup> May 2016

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or post to The Directors at Lacey Green Primary Academy, Barlow Road, Wilmslow, Cheshire, SK9 4DP  
If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.