

THURSDAY



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18/01/2024
COMPANIES HOUSE

#201

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
WRITTEN SPECIAL RESOLUTION

of

BEESTON HALL SCHOOL TRUST LIMITED

(the "Company")

Company No: 00908266
Charity No: 311274

We, the undersigned, being no less than 75% of the members of the Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following resolutions as a special resolution and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It was noted that Charity Commission consent was obtained on 22 November 2023 to the amendments to the Company's objects as required by section 198(2)(a) of the Charities Act 2011.

WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED:

THAT the following amendments to the existing memorandum of association be adopted with immediate effect:

- sub-clauses 3(A) and (B) be deleted and replaced with the following text:
"to advance education for the public benefit, including by (but not limited to) the operation of Beeston Hall School, West Runton, Cromer, Norfolk (the "Objects")."
- sub-clauses of clause 3 following sub-clause 3(S) be deleted and replaced with the following text:

"PROVIDED ALWAYS AND IT IS HEREBY DECLARED" *that the Trust exists only for purposes which are both charitable and educational and notwithstanding anything hereinbefore contained nothing shall be an object of the Trust which is not both a charitable and an educational object.*

PROVIDED ALSO *that the Trust shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Trust would make it a Trade Union.*

PROVIDED ALSO *that in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Governing Body have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over such Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to*

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any trusts the Trust shall only deal with the same in such manner as may be allowed by law, having regard to such trusts."

THAT the articles of association annexed to this resolution (the "**Articles of Association**") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association, effective immediately following the transfer date of the merger between the Company and Prep Schools Trust (company number 00961616 and charity number 309639) as defined in the merger deed entered into between the two parties dated 30 October 2023 (the "**Transfer Date**").

The members acknowledge that the Articles of Association appoint Prep Schools Trust as sole member of the Company on adoption and confirm their resignation as members immediately following the Transfer Date on adoption of the Articles of Association.

AGREEMENT

Please read the notes at the end of this document before signing your agreement.

The undersigned, entitled to vote on the above resolution, hereby irrevocably agree to the Special Resolution.

Signed: 

Print name: J R Hammond-Chambers

Date: 21 December 2023

Notes

1. This Written Resolution is passed when at least 75% of members have signified their agreement.
2. If not passed within 28 days of the Circulation Date this Resolution will lapse.
3. A member signifies their agreement by signing the Resolution or by sending a document to the company (which can be a scan or a fax of the signed Resolution) identifying the Resolution and indicating agreement.

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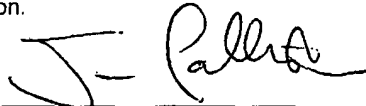
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Signed: 
Print name: JAMES PALLISTER
Date: 21/12/2023

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Signed:

Print name:

Date:

William F. Fox
William F. Fox
21.12.23

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Signed: Tan Barber

Print name: TAN BARBER

Date: 21 December 2023

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Signed: 

Print name: D.E. BROWN

Date: 21 December 2023

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Signed: *Charlotte Webster*

Print name: Charlotte Webster

Date: 21/12/23

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Signed: Kara Goodley

Print name: KARA GOODLEY

Date: 21.12.23

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Signed: _____ Harry D Hammond _____

Print name: HARRY D HAMMOND

Date: 21 December 2023

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HENRIETTA LINDSELL

Signed: _____

Print name: Henrietta Lindsell

Date: 21 December 2023

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