

**Edutrust Academies Charitable Trust ("the Company")**

**A company limited by guarantee**

**Company Number 6526376**

**WRITTEN RESOLUTION OF EDUTRUST ACADEMIES CHARITABLE TRUST  
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

**SPECIAL RESOLUTION**

IT IS HEREBY RESOLVED

A. THAT the Articles of Association of the Company be amended as follows:

1. The definition in Article 1 of 'appointed Director' be deleted and replaced with the following:

*" 'appointed Director' means a co-opted or additional Director appointed under these Articles or a Director appointed by the Members;"*

2. The references to and definitions of "Principal Sponsor" and "Sponsor Directors" in Article 1 shall be deleted.

3. Article 3(a) shall be deleted and replaced by the following new Article 3(a):

*"Those persons duly appointed under the Articles and listed as Members in the Charity's Register of Members;"*

4. Article 3(b) shall be deleted and the remaining paragraphs of Article 3 shall be re-numbered accordingly.

5. The word 'Sponsor' shall be deleted from Article 36(a).

6. Article 37 shall be terminated after the words "pursuant to section 10(2) of the Act" and the remaining words from "who shall be" to the end shall be deleted.

7. Article 39 shall be deleted and replaced with the following new Article 39:

**APPOINTMENT OF DIRECTORS**

*"The Members shall appoint the Directors referred to at Article 36(a) above".*

8. Article 52 shall be deleted and replaced by the following new Article 52:

*"The term of office for any Director shall be 4 years, save that this time limit shall not apply to the Chief Executive Officer. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected."*

9. The first sentence of Article 70 shall be deleted and replaced by the following sentence:

*"Subject to Article 51, the Members shall appoint and may remove, from among the Directors appointed under Article 39, a chairman and a vice-chairman".*


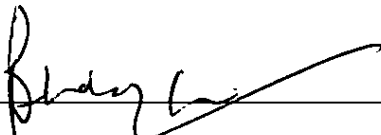
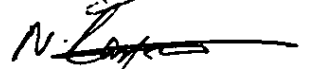
10. The words "Principal Sponsor" shall be deleted from Articles 77 and 85 and replaced by the word "Members".

- B. THAT the Director General shall assume the rights and responsibilities of the Chief Executive Officer under the Articles of Association and the Master Funding Agreement dated 29<sup>th</sup> July 2008.

### AGREEMENT

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

The undersigned, a person entitled to vote on the Special Resolution set out above, hereby irrevocably agrees to the Special Resolution:

Name	Signature	Date
Sheila Scales		17. 7. 09.
Bruce Liddington		17. 7. 09
Noorzaman Rashid		17. 7. 09

### NOTES

1. If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree with the Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.