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Date + Sign

Company No 06929486

COMPANY LIMITED BY GUARANTEE

RESOLUTION IN WRITING

**THE UNIVERSITY OF CHESTER CHURCH OF ENGLAND ACADEMY, ELLESMERE
PORT ("the Company")**

Passed 24 November 2011

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolutions the following resolutions of the Company were duly passed:

SPECIAL RESOLUTION

1. **THAT**, subject to the approval of the Secretary of State for Education of the restructuring of the Company from a single academy company to a federated academy company:
 - (a) the current Articles of Association of the Company are amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association;
 - (b) the new Articles of Association set out in the document produced to this meeting and signed by the Chairman of the meeting for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company
 - (c) the name of the Company be changed to University of Chester Academies Trust.

Dated: 2011

AGREEMENT

We the undersigned, being the member of the Company and entitled to vote on the above resolutions, irrevocably agree to such resolution:



Name of Member

Signature

Date of Signature

VC University of Chester

T. J. Wheeler
.....

Anna Sutton

Anna Sutton
.....

Prof Timothy Wheeler

T. J. Wheeler
.....

Colin Hankinson

Colin Hankinson
.....

Jeffrey Turnbull

J. 2M
.....

John Stephens

John Stephens
.....

Copy: Auditors

Attachments: Articles of Association.

NOTES

- 1 Members who wish to agree to such resolution should signify their agreement by signing and returning this document to craigluton@eversheds.com.
- 2 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.
3. If sufficient agreement is not received by 28 days from the date of circulation then this resolution will lapse and members will not be able to indicate agreement after that date. If you agree to the resolution, please ensure your agreement reaches us before that date
- 4 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
5. 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.

Company No: 05958361

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
RESOLUTION IN WRITING**

of

**THE UNIVERSITY OF CHESTER CHURCH OF ENGLAND ACADEMY, ELLESMERE
PORT**

(the "Company")

Passed the day of 2011

By a written resolution agreed to in accordance with section 288 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the Company was duly passed:

2 **THAT**, subject to the approval of the Secretary of State for Education of the restructuring of the Company from a single academy company to a federated academy company:

- (d) the current Articles of Association of the Company are amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association,
- (e) the new Articles of Association set out in the document produced to this meeting and signed by the Chairman of the meeting for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.
- (f) the name of the Company be changed to University of Chester Academies Trust.

CH,

Signed.

Director

Dated:

2011



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6929486

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

**THE UNIVERSITY OF CHESTER CHURCH OF ENGLAND
ACADEMY, ELLESMERE PORT**

a company incorporated as private limited by guarantee; having its
registered office situated in England/Wales; has changed its name to:

UNIVERSITY OF CHESTER ACADEMIES TRUST

Given at Companies House on **28th November 2011**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES