

# **THE COMPANIES ACT 2006**

## **WRITTEN RESOLUTION**

**- of –**

### **THE JOHN BADLEY FOUNDATION (the “Company”)**

**Company Number: 07293540**

At a general meeting of the Company duly convened and held at Bedales School on 30<sup>th</sup> November 2023, the following resolution was duly passed as a special resolution.

## **SPECIAL RESOLUTION**

THAT the existing articles of association of the company be modified as follows:

- a. To remove para 3 in toto and replace with the following:
  - “3. The Trustees
    - 3.1 The Trustees as charity trustees have control of the Charity and its property and funds.
    - 3.2 The subscribers to the Memorandum (being the first Members) are also the first Trustees. The Trustees when complete consist of at least 4 and not more than 15 persons who being individuals are over the age of 18, all of whom must support the Objects and support the unique ethos and culture of the School being:  
Four Ex-officio Trustees,  
Eleven Nominated Trustees  
A Trustee may not act as a  
Trustee unless he/she
      - 3.2.1 is a Member; and
      - 3.2.2 has signed a written declaration of willingness to act as a charity trustee of the Charity.
    - 3.3 The normal term of office for a Trustee shall be an initial term of four years. In exceptional circumstances, a Trustee may be elected for a second term of two (or less years), such exceptional circumstances to be determined from time to time by the Board.
    - 3.4 A retiring Trustee who is eligible under Article 3.4 may be eligible for re-election only after a year has elapsed since he or she retired as a Trustee, unless the Board considers it would be in the best interests of the Charity for a Trustee to be eligible for re-election on his or her retirement for a further term.
    - 3.5 A Trustee’s term of office as such automatically terminates if he/she:

- 3.5.1 is disqualified under the Charities Act from acting as a charity trustee;
- 3.5.2 is incapable, whether mentally or physically, of managing his/her own affairs;
- 3.5.3 is absent without permission from four consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;
- 3.5.4 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or
- 3.5.5 is removed by the Members at a general meeting under the Companies Act.
- 3.6 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.”

b. At para 4, to remove the sentence:

“The Chair of the Bedales Association (Charity Number 288734) (save in the case where the Bedales Association has ceased to exist or has been removed from the Register of Charities kept by the Charities Commission where the Headteacher of the School shall appoint a person to fill the role as Ex-officio Trustee in place of the Chair of the Bedales Association)”