

COMPANY LIMITED BY GUARANTEE

Written Resolution

of

WISE Academies ("WISE")

Company No. 07521946



17th July 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Members of WISE Academies ("**WISE**") propose that the following resolution ("**Resolution**") is passed as a special resolution:

SPECIAL RESOLUTION

1. That the Articles of Association of WISE be amended as follows:

(a) By deleting Article 100 and replacing it with the following:

Subject to these Articles, the Trustees:

- (a) may appoint committees to be known as Local Governing Bodies for each Academy (and the same Local Governing Body may be appointed for more than one Academy);
- (b) may appoint committees to be known as Regional Boards to provide additional regional governance for the Academies; and
- (c) may establish any other committee they determine necessary.

(b) By deleting Article 101 and replacing it with the following:

Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Trustees. The establishment, terms of reference, constitution and membership of any committee of the Trustees shall be reviewed at least once in every twelve months. The membership of any committee of the Trustees may include persons who are not Trustees, provided that (with the exception of the Local Governing Bodies and the Regional Boards) a majority of members of any such committee shall be Trustees. Except in the case of a Local Governing Body and the Regional Boards, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.

(c) By deleting Article 104 and replacing it with the following:

The functions, duties and proceedings of the Local Governing Bodies, Regional Boards or committees shall be subject to regulations made by the

Trustees from time to time. Local Governing Bodies may also be established solely for the purpose of fulfilling an advisory function to the board of Trustees.

- (d) By deleting Article 105 and replacing it with the following:

The Trustees may delegate any of their powers and functions (including the power to sub-delegate) to any Trustee, committee (including any Local Governing Body or Regional Board), the Chief Executive Officer, the Principals or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered.

- (e) By inserting a new paragraph 1(t) as follows:

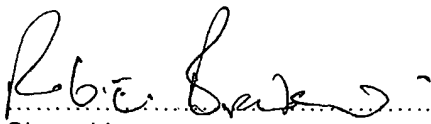
""Regional Boards" means the committees appointed pursuant to Articles 100-101 and 104 (and "Regional Board" means any one of these committees);"

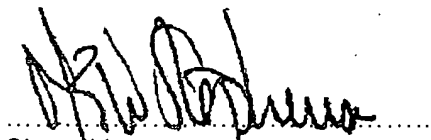
and re-numbering existing paragraphs 1(t) – 1(bb) to become 1(u) – 1(cc).

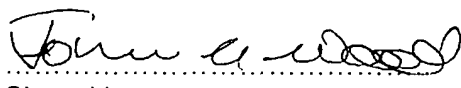
Agreement

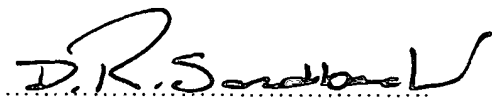
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, persons entitled to vote on the Resolution at the Circulation Date, hereby irrevocably agree to the Resolution.


Signed by


Signed by


Signed by


Signed by

Date: 29-7-2020