

Company number 07698707

The Companies Act 2006

Company limited by guarantee

Written Resolution

Circulation date 8 JULY 2016

WEDNESDAY



A31 *A5C4MMN7* #381
27/07/2016
COMPANIES HOUSE

Priory Community School (the Company)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the trustees of the Company propose that the following resolutions be passed as special and ordinary resolutions
(Resolutions):

Special Resolutions

It is resolved that.

- 1 noting that the prior consent of the Secretary of State for Education (acting through the Education Funding Agency) had been secured, the amended articles of association attached to this resolution (the **New Articles**) be adopted with effect from 1 August 2016 as the articles of association of the Company and in substitution for, and to the exclusion of, the existing articles of association;
- 2 subject to the adoption of the New Articles, John Penrose, Jonquil Brooks, Paul Brett, Ron Richards, and Martin Burford be appointed as Members under article 15A of the New Articles; and
- 3 subject to the adoption of the New Articles, the registered name of the Company be changed from "Priory Community School" to "The Priory Learning Trust".

It is noted that with effect from the adoption of the New Articles.

- Neville Coles, Roderick Sibley and John Richardson will resign as Members

Ordinary Resolutions

Subject to the adoption of the New Articles, it is resolved that with effect from the adoption of the New Articles:

- 4 John Richardson and Roderick Sibley be designated as Member appointed Trustees under article 50 of the New Articles
- 5 Kevin Rooke, Barry Ratten, Stuart Haggert, Victoria Butterfield, and Paul Burton be appointed as Trustees under article 50 of the New Articles.
- 6 Noting his willingness to act as a Trustee of the Company, the appointment of Neville Coles, the Chief Executive Officer, as a Trustee be approved in accordance with article 57 of the New Articles.

It is noted that with effect from the adoption of the New Articles the following individuals will cease to be Trustees:

- Lucinda Jane Burnby Crouch,
- Fiona Waters,
- Brendan Sleaman,
- Mark Burland,
- Peter Coleman,
- Julian Cox,
- Anthony Hicks;
- Constance Richings;
- Graham Rosenberg,
- Kelvin Sloane, and
- Neil Tokelove

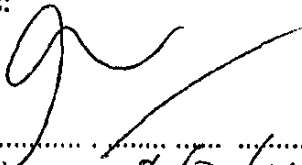
Agreement

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions:

Signed by

Neville Coles


Date


8/7/16

Signed by

Roderick Sibley

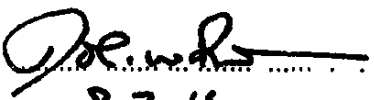
Date


8/7/16

Signed by

John Richardson

Date


8.7.16.



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 7698707

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

PRIORY COMMUNITY SCHOOL

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

THE PRIORY LEARNING TRUST

Given at Companies House on **12th August 2016**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**