

**The Companies Act 2006**

**Company Limited by Guarantee and Not Having a Share Capital**

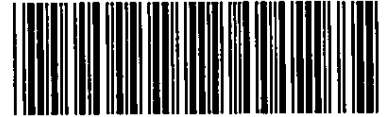
**The Higher Education Academy**

**Company Number: 4931031**

**Written Special Resolution**

**Passed on 20 June 2013**

TUESDAY



A14 \*A2BAODDM\* 25/06/2013 #224  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we the undersigned, being the eligible members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby signify our agreement to pass the following resolution as a written resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held

Written Resolution(s)

IT IS HEREBY RESOLVED THAT -

The Articles of Association be amended by

1 Deleting Article 41 in its entirety and inserting the following

"41 No member of the Board shall serve in office for more than nine consecutive years unless the person who appointed the director concerned ("the relevant appointing body") and the Board agrees that it would be in the best interests of the Company to extend the term of office of the director concerned, such extension to the term of office to be limited to such period of time agreed by the relevant appointing body and the Board, and

2 Deleting Article 47 in its entirety and inserting the following

"47 The Board, in consultation with UUK & GuildHE, shall appoint the Chair of the Board from amongst the directors appointed under Article 34(i) following a recommendation from the Governance and Nominations Committee or from any other committee established by the Board for that purpose. The Chair of the Board shall serve in office for such term as may be agreed between the Board and UUK & Guild HE at the time of his appointment and, subject to Article 41, may be reappointed to the office of Chair if and for so long as he or she shall remain a director

Signed for and on behalf of Guild HE

Signed for and on behalf of Universities UK

### **Written Resolutions – Companies Act 2006**

The Companies Act 2006 allows a written resolution to be passed by the same majority as would be required to pass it at a general meeting (whereas, previously, unanimity was required)

If a resolution is proposed as a written resolution, then the company must circulate a copy of it to every member who would be entitled to vote at a general meeting. As far as reasonably practicable to do so, the document should be circulated to all members at the same time. Each member must be informed how to signify their agreement to the resolution (the easiest way is by signing a copy of it) and the date by which the resolution must be passed. Otherwise, it will lapse.

To be valid, a written resolution must be passed within 28 days of the date from which it is circulated to the members (unless the Articles of Association specify a shorter period).

The written resolution procedure cannot be used to remove a trustee or the charity's auditors.

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