

COMPANY LIMITED BY GUARANTEE
WRITTEN RESOLUTIONS
OF
THE BEDFORD ACADEMY
(the "Academy")

THURSDAY



Pursuant to section 291 of the Companies Act 2006, the governors of the Academy propose to the members that the following resolutions are passed by the members as special resolutions:

RESOLUTIONS

1. **THAT** the Memorandum of Association (the provisions of which now form part of the Articles of Association pursuant to section 28 of the Companies Act 2006) be amended as set out below:

- 1.1 the wording of clause 4 1(n) be replaced with the following wording:

"(n) to delegate the management of investments to a financial expert, but only on terms that

- (i) the investment policy is set down in writing for the financial expert by the Governors;
 - (ii) every transaction is reported promptly to the Governors;
 - (iii) the performance of the investments is reviewed regularly with the Governors;
 - (iv) the Governors are entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Governors on receipt; and
 - (vii) the financial expert must not do anything outside the powers of the Governors "

- 1.2 the wording of clause 5.8(d) be replaced with the following wording

"Save in relation to employing or contracting with the Principal (a Governor pursuant to Articles 37 and 43) the other Governors are satisfied that it is in the interests of the Academy Trust to employ or to contract with that Governor rather than with someone who is not a Governor In

reaching that decision the Governors must balance the advantage of employing a Governor against the disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest) "

2. THAT the Articles of Association (the provisions of which now form part of the Articles of Association pursuant to section 28 of the Companies Act 2006) be amended as set out below.

- 2.1 a new definition be introduced under article 1(i) with the following wording:

"Governing Body" means the Governors"

and all subsequent definitions be renumbered accordingly

- 2.2 under article 45 "Governing body" be replaced by "Governing Body"

- 2.3 the wording of article 49.A be replaced with the following wording:

"Subject to Article 49.D, the Staff Governor shall be elected by the employees of the Academy. A Staff Governor must be an employee of the Academy the time when he or she is elected."

- 2.4 the wording of article 110 be replaced with the following wording:

"The proceedings of the Governors shall not be invalidated by

- a. any vacancy among their number; or
- b. any defect in the election, appointment or nomination of any Governor."

Dated: 09/03/2010

AGREEMENT

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

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of Member	Signature	Date of Signature
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**Bedford College Further
Education Corporation**
represented by:

Linda C. Hockey 24/03./2010

Name: LINDA HOCKEY
Title: GOVERNER

**The Bedford Charity (The
Harpur Trust)**

represented by:

Name: DAVID BROWNEDSE
Title: TRUSTEE

D.H. Emmittge . 25/3 /2010

Chairman of the Governors

Mervyn Weeden .. 12/03./2010

Name: Mervyn Weeden

Copy: Auditors

Encl clean copy of updated memorandum and articles of association

NOTES

1. Members who wish to agree to such resolution should signify their agreement in one of the following ways:
 - Sign and return this document to Eversheds LLP, Kett House, Station Road, Cambridge CB1 2JY marked for the attention of Nathalie Jacoby-Danesh; or
 - Sign and return this document by fax to 0845 497 3777 marked for the attention of Nathalie Jacoby-Danesh; or
 - E-mail the company at nathaliejacoby-danesh@eversheds.com attaching a scanned copy of the signed document to an email.

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.

- 2 If sufficient agreement is not received by 5th April 2010 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
- 3 Once you have indicated your agreement to the resolution, you may not revoke your agreement