

# THE COMPANIES ACT 2006

## SPECIAL RESOLUTION

To amend clauses in the articles of association as agreed at the Members Meeting on 26<sup>th</sup> March 2019 recorded at item 5 in the minutes of the meeting.

### Part A

Company name: Minerva Learning Trust  
Company number: 09200332  
Company type: Company limited by guarantee

At an Annual General Meeting (AGM) of the above company, duly convened and held via a virtual meeting using Microsoft Teams.

On the following date: 08 December 2020

The following two resolutions listed in Part B were passed as special resolutions.

### Part B

#### RESOLUTION

That:

- (1) The company will adopt the Department for Education (DfE) model Articles of Association: Model One. For use by mainstream, special, 16-19, alternative provision academies and free schools; and studio schools. February 2016 as amended at the Members Meeting on 26<sup>th</sup> March 2019.
- (2) The articles of association shall be altered to the form attached to this resolution and are in substitution for any articles of association of the company previously registered with Companies House.

*Deborah J. Eaton*

.....  
Chair  
Deborah Eaton

9<sup>th</sup> December 2020

.....  
Date



## NOTES

- (1) This document is drafted, as a certificate of passing a special resolution which a company must pass to alter its articles of association. The document is signed by the Chair of the Members Meeting confirming that the meeting was duly convened and the resolutions duly passed.
- (2) You must file a consolidated text of the articles as altered by any special resolution: it is an offence not to do so (see section 34 of the Companies Act 2006)
- (3) Extract from the minutes of 26<sup>th</sup> March 2019:

### 5. Articles of Association – Membership

- (i) AQ presented a DfE document 'Academy Articles of Association: Model One' that was distributed to members.
- (ii) Alongside this document AQ presented a paper 'Points for consideration' in relation to the Articles, pointing out that the key areas for members to consider were:
  - Articles 4, 6, and 9 (p7 of the DfE document) relating to 'regulated alterations'
  - Article 12 (p16 of the DfE document) relating to Members
  - Articles 46-58 (p23 of the DfE document) relating to Directors
- (iii) Members agreed that the number of Directors appointed by members should increase from 4 to 6.
- (iv) Members agreed that the CEO should not be a Director.
- (v) EW agreed that he would seek to clarify references to composition of Members.
- (vi) EW agreed that he will confirm to AF that Members accept the changes to the Articles of Association as presented.