

# THE COMPANIES ACT 2006

## SPECIAL RESOLUTION

To amend clauses in the articles of association as agreed at the Members Meeting on 4<sup>th</sup> July 2023 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 a Members meeting of the above company, duly convened and held via a virtual meeting using Microsoft Teams.

On the following date: 04 July 2023

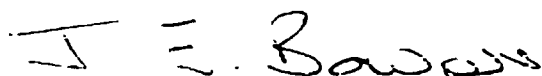
The following two resolutions listed in Part B were passed as special resolutions.

### 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 2021 as amended at the Members Meeting on 04 July 2023.
- (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.



.....  
Chair

.....  
Date 17.07.23

## 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 4<sup>th</sup> July 2023:

### 5. Articles of Association – Special resolution required

- (i) NG reported that the Articles of Association had been reviewed following the issue of the DfE model articles in 2021. The DfE have been consulted regarding the proposed adoption and Members were asked to consider adoption, subject to the agreed changes, on 4<sup>th</sup> July 2023.
- (ii) It was resolved that the articles of association presented to Members during the meeting, and previously circulated to Members under the notice of this meeting are adopted as the new articles of association of the Trust to the exclusion of and in substitution for the existing articles of association of the Trust.
- (iii) The approval was agreed and seconded by Members.