

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
WRITTEN SPECIAL RESOLUTION¹
of
CAMBRIDGE MERIDIAN ACADEMIES TRUST (the “Company”)
Company No: 07552498

We the undersigned, being at least 75% of the members of the Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following written special 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 of the Company duly convened and held.

WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the articles of association of the Company be amended as follows:

1. By inserting the following definitions in Article 1, and renumbering the existing Articles accordingly:
 - f. “Baker Dearing Educational Trust” means the charitable company limited by guarantee, registered charity 1138894, registered company number 07390138;
 - k. “Employer Sponsor(s)” means employers related to the industry or industries that the UTCs specialise in (including in respect of Greater Peterborough UTC, Anglian Water Services Limited, Baker Perkins Limited, Marshall Aerospace, Peterborough College, Perkins Engines Company Limited and Z-Tech) and/or such other employers relevant to the UTCs as may be determined from time to time by the Trustees;
 - y. “Scheme of Delegation” means an instrument of the Trustees delegating such powers and functions of the Trustees as may be appropriate for them to delegate to the Local Governing Bodies consistently with the Objects;
 - gg. “University Sponsor(s)” means any university sponsor of a UTC (including in respect of Greater Peterborough UTC, Anglia Ruskin University) or any successor entity discharging the same function in respect of a UTC;

¹Resolution passed pursuant to Article 35 of the Company’s articles of association and the Companies Act 2006.

hh. "UTCs" mean schools providing a technical education, typically in the age range 14 to 19, or as agreed with the Department for Education, with an emphasis on a particular industry or scientific sector which the Academy Trust is operating under licence from Baker Dearing Educational Trust (and "UTC" means any one of these schools);

2. By deleting articles 102 and 103 and replacing them with the following new articles 102 and 103:

102. The Trustees shall establish a Local Governing Body for the UTC(s) and shall ensure that such Local Governing Body shall have more than one half of its members appointed by the University Sponsor(s) and Employer Sponsor(s) of the UTC(s).

103. The power of delegation exercised under Article 102 in relation to the establishment of a Local Governing Body for the UTC(s) shall be by way of Scheme of Delegation. The form of Scheme of Delegation to be used may be amended by the Trustees from time to time.

3. By amending article 137 as follows:

137. The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Academy Trust and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- a. the admission and classification of Members of the Academy Trust (*including the admission of organisations to membership*) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
- b. the conduct of Members of the Academy Trust in relation to one another, and to the Academy Trust's servants;
- c. the setting aside of the whole or any part or parts of the Academy Trust's premises at any particular time or times or for any particular purpose or purposes;
- d. the procedure at General Meetings and meetings of the Trustees and committees of the Trustees and meetings of the Local Governing Bodies in so far as such procedure is not regulated by the Articles; and
- e. generally, all such matters as are commonly the subject matter of company rules

provided always that, in respect of such rules or bye laws which directly impacts upon the UTC(s), such rules or bye laws (including, without limitation, the Scheme of

Delegation) shall only be made and amended following consultation with the Chief Executive or authorised deputy of the Baker Dearing Educational Trust.

AGREEMENT

Please read the notes at the end of this document before signing your agreement to the written special resolution.

The undersigned, entitled to vote on the above resolutions, hereby irrevocably agree to the written special resolution.

Print name Jane Handy
Date 25th May 2021
Signed Signature redacted

Print name Shirley Jamieson
Date 24th May 2021
Signed Signature redacted

Print name Jacqueline Parris
Date 26th May 2021
Signed Signature redacted

Print Name: David Ruddy
Date 24th May 2021
Signed Signature redacted

Print name Lynn Tranter
Date 27th May 2021

Signed

Signature redacted

Print name

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Date

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Signed

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Notes:

1. This written special resolution is passed when at least 75% of members have signified their agreement.
2. If not passed within 28 days of the Circulation Date this written special resolution will lapse.
3. A member signifies agreement by signing the written special resolution or by sending a document to the Company (which can be a scan or a fax of the signed written special resolution) identifying the written special resolution and indicating agreement.